



ASHAPURI GOLD ORNAMENT LIMITED
(CIN: L36910GJ2008PLC054222)

Regd. Office: "Ashapuri Corporate House",
2/F Ravish Apt. , Near Jalaram Chass Wala,
Navrangpura Bus Stand Road to Swastik Cross Road,
Navrangpura, Ahmedabad ,
Gujarat, India- 380009.

Email: info@ashapurigold.com **Website:** www.ashapurigold.com

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001,
MH,IN.

Date: 07th October, 2026

BSE Scrip Code:-542579

Sub: Notice of 18th Annual General Meeting

Dear Sir/ Madam,

The Eighteenth Annual General Meeting ("AGM") of the Company will be held on Friday, 30th October, 2026 at 12:00 p.m. IST through Video Conferencing/Other Audio Visual Means.

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find enclosed the notice convening Seventeenth Annual General Meeting.

This is for your information and records.

Thanking you.

Yours faithfully,

For, Ashapuri Gold Ornament Limited

SAREMAL

CHAMPALAL SONI

Digitally signed by SAREMAL
CHAMPALAL SONI
Date: 2026.10.07 16:36:42
+05'30'

Saremal Soni
Managing Director
DIN: 02288750

Encl.: As Above

NOTICE OF 18th ANNUAL GENERAL MEETING

NOTICE is hereby given that the **18th ANNUAL GENERAL MEETING** of the members of **ASHAPURI GOLD ORNAMENT LIMITED** ("the Company") will be held on Friday, October 30, 2026 at 12:00 Noon (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

- 1. To Receive, Consider and Adopt Audited Financial Statement of the Company for the financial year ended on March 31st, 2026 and the Statement of Profit and Loss for the year ended on that date together with Report of Board of Directors and Auditors' Report thereon**
- 2. To Appoint Shri Jitendrakumar Saremal Soni (DIN:01795752) as a Director who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re- appointment.**
- 3. To re-appoint of M/s. Shivam Soni & Co., Chartered Accountant (ICAI Firm Registration No. 152477W as Statutory Auditor of the Company.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"Resolved That pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Shivam Soni & Co., Chartered Accountants (ICAI Firm Registration No. 152477W), be and are hereby re-appointed as Statutory Auditors of the Company for second term of 5 (five) years, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 23rd Annual General Meeting to be held in the year 2031, at such remuneration as may be decided by the Board of Directors."

"Resolved Further That the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

SPECIAL BUSINESS:

- 4. To Reappoint Shri Saurabh Govindbhai Patel, Independent Director for another term of Five years**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"Resolved That pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Saurabh G Patel (DIN: 09445561), whose tenure expires on December 30, 2026 and who has submitted a declaration of independence as provided under Section 149(6) of the Act and applicable rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for reappointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second and final term of Five (5) years effective from December 30, 2026 to December 29, 2031."

“Resolved Further That the Board be and is hereby authorised to delegate all or any of the powers to any officer(s)/authorised representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Revision In Remuneration Of Shri Saremal Champalal Soni, Managing Director Of The Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“Resolved Further That in accordance with the provisions of Section 197 & 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, if any and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration payable, to Shri Saremal Champalal Soni (DIN: 02288750), Chairman and Managing Director w.e.f. April 01, 2026, which exceed the threshold limit as prescribed in provision of Schedule V of the Companies Act, 2013 and the Rules made thereunder and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, the terms and remuneration are set out in the statement annexed to the Notice convening this Meeting.

“Resolved Further That where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

“Resolved Further That the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

6. Revision In Remuneration Of Shri Dineshkumar Saremal Soni, Managing Director Of The Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“Resolved Further That in accordance with the provisions of Section 197 & 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, if any and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration payable, to Shri Dineshkumar Saremal Soni (DIN:01795746), Managing Director w.e.f. April 01, 2026, which exceed the threshold limit as prescribed in provision of Schedule V of the Companies Act, 2013 and the Rules made thereunder and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, the terms and remuneration are set out in the statement annexed to the Notice convening this Meeting.”

“Resolved Further That where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

“Resolved Further That the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

7. Revision In Remuneration Of Shri Jitendrakumar Saremal Soni, Joint Managing Director Of The Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“Resolved Further That in accordance with the provisions of Section 197 & 198 of the Companies Act, 2013, read with Schedule V and other applicable provisions if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, if any and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded to increase the overall maximum managerial remuneration payable, to Shri Jitendrakumar Saremal Soni (DIN:01795752), Joint Managing Director w.e.f. April 01, 2026, which exceed the threshold limit as prescribed in provision of Schedule V of the Companies Act, 2013 and the Rules made thereunder and Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, the terms and remuneration are set out in the statement annexed to the Notice convening this Meeting.”

“Resolved Further That where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

“Resolved Further That the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

8. To approve Related Party Transactions of the Company.

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company, to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (in terms of Regulation 2(1)(zc)(i) of the Listing Regulations) between the Company (or its successor entity) and the related parties (or their respective successor entity) as more specifically set out in Table nos. A1 to A9 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 to A9;”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer/executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

**By Order Of The Board
For, Ashapuri Gold Ornament Limited**

Date:- October 06, 2026

Place:- Ahmedabad

**Sd/-
Saremal Champalal Soni
Chairman & Managing Director
DIN:-02288750**

Registered Office:

“Ashapuri Corporate House”,
2/F Ravish Apt. , Near Jalaram Chass Wala,
Navrangpura Bus Stand Road to Swastik Cross Road,
Navrangpura, Ahmedabad ,
Gujarat, India- 380009.

CIN: L36910GJ2008PLC054222

Notes:-

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company;
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto;
3. Members attending AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act;
4. Members of the Company who are Institutional Investors are encouraged to attend and vote at AGM through VC / OAVM. Corporate Members intending to authorise their representatives to participate and vote through e-voting on their behalf at AGM are requested to send a certified copy of the Board Resolution/authorization letter to the Company at info@ashapurigold.com;
5. Since AGM is being held pursuant to the MCA Circular through VC / OAVM, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. Members can join AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 Members on a first come first served basis. This will not include large Members (Members holding 2% or more shareholding),

- Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend AGM without any restriction.
7. Pursuant to the provisions of Section 91 of the Act, read with Rule 10 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Register of members and share transfer books of the Company will remain closed from Saturday, October 24, 2026 till Friday, October 30, 2026 (both the days inclusive);
 8. The Notice of AGM along with Annual Report 2025-2026 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's RTA / DPs. In furtherance of the Green Initiative. Members may note that the Notice and Annual Report will also be available on the Company's website i.e. www.ashapurigold.com , website of the Stock Exchange i.e. BSE Ltd. at www.bseindia.com and on the website of National Securities Depository Limited(NSDL) at www.evoting.nsdl.com;
 9. Details of the Directors seeking appointment/re-appointment at the 18th AGM are provided in Annexure of this Notice;
 10. Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") which is mandatory for e-voting through Depository. For registration of bank details, the Member may contact their respective DPs;
 11. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements maintained under Section 189 of the said Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice upto the date of AGM (i.e.) October 30, 2026. Members seeking to inspect such documents can send e-mail to info@ashapurigold.com;
 12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
 13. With a view to conserve natural resources, we request the Members to update and register their email addresses with their DPs or RTA, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
 14. Since AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice
 15. Instructions for e-voting are as follows:-

VOTING THROUGH ELECTRONIC MEANS

- i In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has engaged services of National Securities Depository Limited (NSDL) for providing e-voting facilities. This facility is being provided to the Members holding as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice.
- ii The remote e-Voting period commences on Tuesday, October 27, 2026 (09:00 a.m. IST) and ends on Thursday, October 29, 2026 (05:00 p.m. IST). During this period, Members holding shares as on Friday, October 23, 2026 i.e. cut-off date, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility either during the period commences Tuesday, October 27, 2026 (09:00 a.m. IST) and ends on Thursday, October 29, 2026 (05:00 p.m. IST) or voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- iii The Members who have cast their vote by remote e-Voting prior to the AGM may attend / participate in the AGM but shall not be entitled to cast their vote on such resolution again.
- iv The Board of Directors have appointed M/s. Mukesh H Shah & Co. (Membership No. FCS 5827) Practicing

Company Secretaries as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

- v Results of voting shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from the Scrutiniser. The results declared along with the Scrutiniser's Report shall be placed on the Company's website i.e. www.ashapurigold.com and on the website of NSDL and shall also be communicated to the Stock Exchange where the shares of the Company are listed.
- vi The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- vii In terms of the SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated December 09, 2020, the Individual Members holding securities in demat mode are required to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email address with their DPs in order to access e-voting facility. The procedures of login and registration is as follows:-

VOTING PROCESS FOR INDIVIDUAL SHAREHOLDERS

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be

redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL)

Your User ID is:

- a) For Members who hold shares in demat account with NSDL. 8 Character DP ID followed by 8 Digit Client ID
For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
- b) For Members who hold shares in demat account with CDSL. 16 Digit Beneficiary ID
For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

- i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mukeshshahcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or send a request to (Name of NSDL Official) at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. Please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login

method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

2. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/ folio number, email id, mobile number to info@ashapurigold.com between 9.00 a.m. on Wednesday, October 07, 2026 and 5.00 p.m. on Friday, October 23, 2026. The speaker members are requested to maintain a time limit of 5 minutes to complete their views/ questions. The members who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@ashapurigold.com. These queries will be replied by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
8. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Contact Details:-

Company	Ashapuri Gold Ornament Limited "Ashapuri Corporate House", 2/F Ravish Apt. , Near Jalaram Chass Wala, Navrangpura Bus Stand Road to Swastik Cross Road, Navrangpura, Ahmedabad , Gujarat, India- 380009. Email:- info@ashapurigold.com Phone:-079-26462170 Website:- www.ashapurigold.com
RTA	Bigshare Services Private Limited 303 Sun Square Complex, Off CG Road, Near Girish Cold Drinks, Navrangpura, Ahmedabad – 380009 Email:- bssahd@bigshareonline.com Phone:-079-49196459 Website:- www.bigshareonline.com



Explanatory Statement As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 of the accompanying Notice:

Item no.4

To Reappoint Shri Saurabh Govindbhai Patel, Independent Director for another term of Five years

At the Annual General Meeting held on September 29, 2022, the Members of the Company had regularized the appointment of Shri Saurabh Govindbhai Patel (DIN:09445561) as an Independent Director of the Company, to hold office up to expiry of his term on December 30, 2026 (“first term”).

The Nomination and Remuneration Committee (the “NRC”) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Shri Saurabh Govindbhai Patel (DIN:09445561) as an Independent Director, for a second and final term of 5(Five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that, given his professional background and experience and contributions made by him during his tenure, the continued association of Shri Saurabh Govindbhai Patel (DIN:09445561) would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, it is proposed to re-appoint Shri Saurabh Govindbhai Patel (DIN:09445561) as an Independent Director of the Company, not liable to retire by rotation, for a second and final term of 5 (Five)consecutive years on the Board of the Company.

Shri Saurabh Govindbhai Patel (DIN:09445561) is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013 (“the Act”), and has given his consent to act as a director.

The Company has also received declaration from Shri Saurabh Govindbhai Patel (DIN:09445561)that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In the opinion of the Board, Shri Saurabh Govindbhai Patel (DIN:09445561) fulfils the conditions for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations. Shri Saurabh Govindbhai Patel (DIN:09445561) is independent of the management.

Details of Shri Saurabh Govindbhai Patel (DIN:09445561) are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Shri Saurabh Govindbhai Patel (DIN:09445561) setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Shri Saurabh Govindbhai Patel (DIN:09445561) is interested in the resolution set out at Item No. 4 of the Notice with regard to his reappointment. Relatives of Shri Saurabh Govindbhai Patel (DIN:09445561) may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except above, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, in any way, in this resolution.

The Board recommends the Resolution No. 4 as a Special Resolution for approval by the members.

Item no.5

Revision In Remuneration Of Saremal Champalal Soni, Managing Director Of The Company

The Revision/Increase in remuneration of Shri Saremal Champalal Soni was approved and recommended by the Nomination & Remuneration Committee (NRC) and Board of Directors of the Company in its meeting held on October 06, 2026, considering that due to increase in the operations of the Company, the work as well as responsibilities of Shri Saremal Champalal Soni have increased significantly including other factors like industry practices and remunerate the talent pool of the Company keeping in view the growth objectives of the Company. The NRC and Board of Directors of the Company have also acknowledged the untiring efforts of Shri Saremal Champalal Soni, resulting in the growth of the Company well ahead of Industry and registering strong operational and financial performance. After due consideration, Board of Directors approved and recommended the revised remuneration of Shri Saremal Champalal Soni, Chairman and Managing Director as provided in proposed Resolutions based on the recommendation of the Nomination & Remuneration Committee

Broad particulars of the terms of remuneration payable to, Shri Saremal Champalal Soni are as under:

- (a) Overall Maximum remuneration, Perquisites and Allowance per annum payable:

Remuneration - Upto Rs. 10 Crore (Rupees Ten Crore Only)

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 2025 or any rules thereunder any statutory modification(s) or re-enactment thereof in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- (b) The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.
- (c) Any increment in salary, perquisites, and allowances and remuneration based on net profits payable or in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Shri Saremal Champalal Soni, as may be determined by the Board and/ or the NRC of the Board, shall be in addition to remuneration under (a) above.
- (d) Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Statement under Section II of Part II of Schedule V to the Companies Act, 2013:

I. General Information:

Sr. No.	Particulars	Details		
1	Nature of Industry	Ornaments and Jewellery		
2	Date or expected date of commencement of commercial production / operations	NA		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
4	Financial performance based on	2025-26	2024-25	2023-24

	given indicators	(Rs. In Lakh)	(Rs. In Lakh)	(Rs. In Lakh)
	Net worth	16674.80	14667.13	8995.50
	Profit/ (Loss) after tax	1856.40	1203.64	767.05
5	Export performance and net foreign exchange collaboration in FY 2025-26	NA		
6	Foreign investments or collaborations, if any	NA		

II. Information about the Appointee:

Sr. No.	Particulars	Details
1	Background Details	Shri Saremal Champalal Soni is a Promoter and Managing Director of the Company. He has been the Director of our company since 2008. He was appointed as Chairman and Managing Director of the Company w.e.f. January 01, 2019 and reappointed w.e.f. January 01, 2024. He has studied up to Higher Secondary Education from Rajasthan Higher Secondary Education Board. He has experience of approximately 30 years in the jewellery Industry. He has professional experience around 35 years in field of accounting. He presently looks after the finance & administrative activities of the Company.
2	Past Remunerations	During the Financial Year 2025-26 Mr. Saremal Soni was paid remuneration of Rs. 1,75,00,000/-.
3	Recognition or Awards	NA
4	Job Profile and Suitability	As mentioned in 1 st Point
5	Remuneration proposed	Remuneration of maximum of Rs. 10,00,00,000/- (Rupees Ten Crore Only) per annum which shall include Basic pay, HRA, Perquisites, Other allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Shri Saremal Champalal Soni is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry.
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as Managing Director, Shri Saremal Champalal Soni has no pecuniary relationship with the Company. Shri Dineshkumar Soni, MD and Shri Jitendrakumar Soni, JMD are Son of Shri Saremal Soni. Also he is the Promoter of the Company

III. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	For FY 2025-26, the Company has shown excellent performance and double digit growth in net profits. Further, the Company is

		expected to earn profit for the current financial year, however the proposed revision in remuneration is exceeding the limit specified as per the law, hence the profit of the Company will be inadequate.
2	Steps taken or proposed to be taken for improvement	The Company has sustained and increased its revenue significantly which will help it to achieve in increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures are being adopted to maintain profitability.
3	Expected increase in productivity and profits in measurable terms	The Company is making all the possible efforts and measures to increase the productivity and profits.

Shri Saremal Champalal Soni and his relatives are interested in the resolution set out at item No. 5 of the Notice. Shri Dineshkumar Soni, MD and Shri Jitendrakumar Soni, JMD are relatives of Shri Saremal Champalal Soni who may be deemed to be interested in the said resolution.

The Board recommends increasing in the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company, by way of Special Resolution, as mentioned in the Item No. 5 of Notice for your approval as a **Special Resolution**.

Item no.6

Revision In Remuneration Of Dineshkumar Saremal Soni, Managing Director Of The Company

The Revision/Increase in remuneration of Shri Dineshkumar Saremal Soni was approved and recommended by the Nomination & Remuneration Committee (NRC) and Board of Directors of the Company in its meeting held on October 06, 2026, considering that due to increase in the operations of the Company, the work as well as responsibilities of Shri Dineshkumar Saremal Soni have increased significantly including other factors like industry practices and remunerate the talent pool of the Company keeping in view the growth objectives of the Company. The NRC and Board of Directors of the Company have also acknowledged the untiring efforts of Shri Dineshkumar Saremal Soni, resulting in the growth of the Company well ahead of Industry and registering strong operational and financial performance. After due consideration, Board of Directors approved and recommended the revised remuneration of Shri Dineshkumar Saremal Soni, Managing Director as provided in proposed Resolutions based on the recommendation of the Nomination & Remuneration Committee

Broad particulars of the terms of remuneration payable to, Shri Dineshkumar Saremal Soni are as under:

(a) Overall Maximum remuneration, Perquisites and Allowance per annum payable:

Remuneration - Upto Rs. 10 Crore (Rupees Ten Crore Only)

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 2025 or any rules thereunder any statutory modification(s) or re-enactment thereof in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(b) The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

- (c) Any increment in salary, perquisites, and allowances and remuneration based on net profits payable or in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Shri Dineshkumar Saremal Soni, as may be determined by the Board and/ or the NRC of the Board, shall be in addition to remuneration under (a) above.
- (d) Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Statement under Section II of Part II of Schedule V to the Companies Act, 2013:

IV. General Information:

Sr. No.	Particulars	Details		
1	Nature of Industry	Ornaments and Jewellery		
2	Date or expected date of commencement of commercial production / operations	NA		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
4	Financial performance based on given indicators	2025-26 (Rs. In Lakh)	2024-25 (Rs. In Lakh)	2023-24 (Rs. In Lakh)
	Net worth	16674.80	14667.13	8995.50
	Profit/ (Loss) after tax	1856.40	1203.64	767.05
5	Export performance and net foreign exchange collaboration in FY 2025-26	NA		
6	Foreign investments or collaborations, if any	NA		

V. Information about the Appointee:

Sr. No.	Particulars	Details
1	Background Details	Dineshkumar Soni, aged 48 years, is the Promoter and Managing Director of our company. He was appointed as Managing Director of the Company w.e.f. January 01, 2019 and reappointed w.e.f. January 01, 2024. He has completed his first year in Commerce from Gujarat University. He has started a Private Limited Company in the year of 2008 under the name and style of M/s. Ashapuri Gold Ornament Private Limited. He has been instrumental force in formulating and the implementing the business strategies of our company and he is entrusted with the responsibility to look after the manufacturing, Purchase, expansion, overall management and operations of the company.
2	Past Remunerations	During the Financial Year 2025-26 Shri Dineshkumar S Soni was paid remuneration of Rs. 2,50,00,000/-.
3	Recognition or Awards	NA
4	Job Profile and Suitability	As mentioned in 1 st Point

5	Remuneration proposed	Remuneration of maximum of Rs. 10,00,00,000/- (Rupees Ten Crore Only) per annum which shall include Basic pay, HRA, Perquisites, Other allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Shri Dineshkumar Saremal Soni is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry.
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as Managing Director, Shri Dineshkumar Saremal Soni has no pecuniary relationship with the Company. Shri Saremal Soni, MD and Shri Jitendrakumar Soni, JMD are Father and Brother respectively of Shri Dineshkumar Saremal Soni. Also he is the Promoter of the Company

VI. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	For FY 2025-26, the Company has shown excellent performance and double digit growth in net profits. Further, the Company is expected to earn profit for the current financial year, however the proposed revision in remuneration is exceeding the limit specified as per the law, hence the profit of the Company will be inadequate.
2	Steps taken or proposed to be taken for improvement	The Company has sustained and increased its revenue significantly which will help it to achieve increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures are being adopted to maintain profitability.
3	Expected increase in productivity and profits in measurable terms	The Company is making all the possible efforts and measures to increase the productivity and profits.

Shri Dineshkumar Saremal Soni and his relatives are interested in the resolution set out at item No. 6 of the Notice. Shri Saremal Soni, MD and Shri Jitendrakumar Soni, JMD are relatives of Shri Dineshkumar Saremal Soni who may be deemed to be interested in the said resolution.

The Board recommends increasing in the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company, by way of Special Resolution, as mentioned in the Item No. 6 of Notice for your approval as a **Special Resolution**.

Item no.7**Revision In Remuneration Of Jitendrakumar Saremal Soni, Joint Managing Director Of The Company**

The Revision/Increase in remuneration of Shri Jitendrakumar Saremal Soni was approved and recommended by the Nomination & Remuneration Committee (NRC) and Board of Directors of the Company in its meeting held on October 06, 2026, considering that due to increase in the operations of

the Company, the work as well as responsibilities of Shri Jitendrakumar Saremal Soni have increased significantly including other factors like industry practices and remunerate the talent pool of the Company keeping in view the growth objectives of the Company. The NRC and Board of Directors of the Company have also acknowledged the untiring efforts of Shri Jitendrakumar Saremal Soni, resulting in the growth of the Company well ahead of Industry and registering strong operational and financial performance. After due consideration, Board of Directors approved and recommended the revised remuneration of Shri Jitendrakumar Saremal Soni, Joint Managing Director as provided in proposed Resolutions based on the recommendation of the Nomination & Remuneration Committee

Broad particulars of the terms of remuneration payable to, Shri Jitendrakumar Saremal Soni are as under:

- (a) Overall Maximum remuneration, Perquisites and Allowance per annum payable:

Remuneration - Upto Rs. 10 Crore (Rupees Ten Crore Only)

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income-tax Act, 2025 or any rules thereunder any statutory modification(s) or re-enactment thereof in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- (b) The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.
- (c) Any increment in salary, perquisites, and allowances and remuneration based on net profits payable or in the event of inadequacy or absence of profits during this financial year, the remuneration comprising salary, perquisites and benefits approved by the Board of Directors be paid as minimum remuneration to Shri Jitendrakumar Saremal Soni, as may be determined by the Board and/ or the NRC of the Board, shall be in addition to remuneration under (a) above.
- (d) Reimbursement of Expenses: Expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

Statement under Section II of Part II of Schedule V to the Companies Act, 2013:

VII. General Information:

Sr. No.	Particulars	Details		
1	Nature of Industry	Ornaments and Jewellery		
2	Date or expected date of commencement of commercial production / operations	NA		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA		
4	Financial performance based on given indicators	2025-26 (Rs. In Lakh)	2024-25 (Rs. In Lakh)	2023-24 (Rs. In Lakh)
	Net worth	16674.80	14667.13	8995.50
	Profit/ (Loss) after tax	1856.40	1203.64	767.05
5	Export performance and net foreign exchange collaboration in FY 2025-26	NA		
6	Foreign investments or collaborations, if any	NA		

VIII. Information about the Appointee:

Sr. No.	Particulars	Details
1	Background Details	Jitendrakumar Soni, aged 45 years, is the Promoter and Joint Managing Director of our company. He was appointed as Managing Director of the Company w.e.f. January 01, 2019 and reappointed w.e.f. January 01, 2024. He holds a Bachelor degree in Commerce from Gujarat University, Ahmedabad. He has more than 20 years of experience in jewellery industry. He also supervises and manages the compliance, sales, marketing & human resources of the company.
2	Past Remunerations	During the Financial Year 2025-26 Shri Jitendrakumar S Soni was paid remuneration of Rs. 2,50,00,000/-.
3	Recognition or Awards	NA
4	Job Profile and Suitability	As mentioned in 1 st Point
5	Remuneration proposed	Remuneration of maximum of Rs. 10,00,00,000/- (Rupees Ten Crore Only) per annum which shall include Basic pay, HRA, Perquisites, Other allowances, Employer PF contributions and other contributions and allowances as per the Company Policy.
6	Comparative remuneration profile with respect to industry, size of the company, profile of position and person	The remuneration proposed to be paid to Shri Jitendrakumar Saremal Soni is commensurate with the experience, qualification and responsibilities entrusted to him by the Board and as prevailing in the industry.
7	Pecuniary relationship with the company or relationship with the managerial personnel, if any	Except for receiving remuneration as Managing Director, Shri Jitendrakumar Saremal Soni has no pecuniary relationship with the Company. Shri Saremal Soni, MD and Shri Dineshkumar Soni, MD are Father and Brother respectively of Shri Jitendrakumar Saremal Soni. Also he is the Promoter of the Company

IX. Other Information:

Sr. No.	Particulars	Details
1	Reasons for loss or inadequate profits	For FY 2025-26, the Company has shown excellent performance and double digit growth in net profits. Further, the Company is expected to earn profit for the current financial year, however the proposed revision in remuneration is exceeding the limit specified as per the law, hence the profit of the Company will be inadequate.
2	Steps taken or proposed to be taken for improvement	The Company has sustained and increased its revenue significantly which will help it to achieve in increased profits. The Company has started Focusing on the large size business and started to put an Effort on place appropriate working capital mechanism and on all other economic measures ae being adopted to maintain profitability.

3	Expected increase in productivity and profits in measurable terms	The Company is making all the possible efforts and measures to increase the productivity and profits.
---	---	---

Shri Jitendrakumar Saremal Soni and his relatives are interested in the resolution set out at item No. 7 of the Notice. Shri Saremal Soni, MD and Shri Dineshkumar Soni, MD are relatives of Shri Jitendrakumar Saremal Soni who may be deemed to be interested in the said resolution.

The Board recommends increasing in the limit of managerial remuneration payable to Managing Director in excess of 5% of the net profits of the Company, by way of Special Resolution, as mentioned in the Item No. 7 of Notice for your approval as a **Special Resolution**.

Item no.8

To approve Material Related Party Transactions of the Company

Your Company is engaged in the business of Retail, Wholesale and Manufacturing of Gold Ornaments.

In furtherance of its business activities, the Company and its subsidiaries have entered into / will enter into transactions/ contract(s)/ agreement(s)/ arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related party transactions of the Company are at arm's length and in the ordinary course of business.

The Company have a well-defined governance process for the related party transactions undertaken by them. These transactions are independently reviewed by Independent Statutory Auditors of the Company for arm's length consideration and compared with the benchmarks available for similar type of transactions and this analysis is presented to the Audit Committee.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises only independent directors. All related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approvals.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceed the amount of Rs. 31.74 crore.

The values of related party transactions specified in the Tables below exclude duties and taxes.

Any subsequent material modification in the transactions, as defined by the Audit Committee as a part of the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions, shall be placed before the members for approval, in terms of Regulation 23(4) of the Listing Regulations

The approval of the members pursuant to resolution no. 8 is being sought for the related party transactions / contracts / agreements / arrangements set out in Table nos. A1 to A9.

The value of transactions (for which the approval is being sought) for the period commencing from April 1, 2026 till the date of this Notice has not exceeded the existing limits approved by members / the materiality threshold and is not likely to exceed the existing limits approved by members / the materiality threshold till the approval of these transactions by the members.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30, 2026 ("SEBI Master Circular") along with details as required under the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards") are set forth below:

A1. Transactions between the Company and Mr. Jenik Dineshkumar Soni

Sr. No.	Particulars	Details
1	Name of Related Party & Relationship	Mr. Jenik Dineshkumar Soni (CFO and Relative of Promoter and MD)
2	The nature, duration of the contract and particulars of the contract or arrangement	Payment of Salary for holding the office of CFO (KMP) under section 203 of the Companies Act, 2013. Approval of the members is being sought for the payment of salary during the period from FY 2026-27 to FY 2030-31
3	The material terms of the contract or arrangement including the value, if any	The Company will be paying a salary Upto Rs. 500 Lakhs per annum.
4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The Salary is determined as per industry standards, At arms' length basis and it is also in the ordinary course of business.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business of the Company.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.
8	Justification of Transaction	The proposed related party transaction relates to payment of salary and other employment benefits to the Chief Financial Officer ("CFO"), who is a Key Managerial Personnel and related party of the Company. The Salary is commensurate with the CFO's qualifications, experience, responsibilities and prevailing industry practices. The transaction is in the ordinary course of business and is considered necessary for obtaining the professional services of the CFO and for the effective financial management and regulatory compliance of the Company. The proposed Salary is in the interest of the Company and its stakeholders.
9	Valuation	N.A.
10	Value of the transaction as a percentage of- i. Listed entity's annual consolidated turnover for the immediately preceding financial year	i. The Estimated Transaction Value as mentioned in point 3 is Rs. 500 Lakhs., which represents 1.58 % of

	ii. the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Standalone Turnover of the Company during the year 2025-2026. ii. Not Applicable
--	--	--

A2. Transactions between the Company and Mrs. Nisha Jenik Soni

Sr No	Particulars	Details
1	Name of Related Party & Relationship	Mrs. Nisha Jenik Soni (Product Manager and Relative of Promoter, CFO and MD)
2	The nature, duration of the contract and particulars of the contract or arrangement	Payment of Salary for holding the office of Product Manager Approval of the members is being sought for the payment of salary during the period from FY 2026-27 to FY 2030-31.
3	The material terms of the contract or arrangement including the value, if any	The Company will be paying a salary Upto Rs. 100 Lakhs per annum.
4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The Salary is determined as per industry standards, At arms' length basis and it is also in the ordinary course of business.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business of the Company.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.
8	Justification	The proposed related party transaction relates to payment of salary and other employment benefits to the Product Manager, who is responsible for product development, jewellery designing, product planning, market trends, collection development and coordination with manufacturing and other operational functions of the Company. The Salary is commensurate with the responsibilities, qualifications, experience and industry practices. The transaction is in the ordinary course of business and is considered necessary for the effective development and management of the Company's jewellery products and designs, and is in the interest of the Company and its

		stakeholders.
9.	Valuation	N.A.

A3. Transactions between the Company and Mrs. Herina Dineshkumar Soni

Sr No	Particulars	Details
1	Name of Related Party & Relationship	Ms. Herina Dineshkumar Soni (Jewellery Designer and Relative of Promoter, CFO and MD)
2	The nature, duration of the contract and particulars of the contract or arrangement	Payment of Salary for holding the office of Jewellery Designer Approval of the members is being sought for the payment of salary during the period from FY 2026-27 to FY 2030-31
3	The material terms of the contract or arrangement including the value, if any	The Company will be paying a salary Upto Rs. 100 Lakhs per annum.
4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The Salary is determined as per industry standards, At arms' length basis and it is also in the ordinary course of business.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business of the Company.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.
8	Justification	The proposed related party transaction relates to payment of salary and other employment benefits to the Jewellery Designer, who is responsible for designing and developing jewellery collections, creating new designs, incorporating market and customer preferences, and coordinating with the manufacturing team for execution of designs. The Salary is commensurate with the individual's qualifications, experience, skills and responsibilities. The transaction is in the ordinary course of business and is considered necessary for the Company's product development and design activities and is in the interest of the Company and its stakeholders.
9.	Valuation	N.A.

A4. Transactions between the Company and Aadhira Retail Private Limited

Sr No	Particulars	Details
1	Name of Related Party & Relationship	Aadhira Retail Private Limited (An entity in which Jenik D. Soni being CFO and relative of MD and Alka J. Soni, being Promoter Group Member and

		relative of MD , are Directors. Further Jenik D Soni and Kiranben D Soni are Shareholders of the said Company)
2	The nature, duration of the contract and particulars of the contract or arrangement	Purchase And Sale of Precious Metals Jewellery, Precious Metals Bars, Precious And Semi Precious Stones, And All Activities Related to Gems & Jewellery Industry The above-mentioned arrangements are / will be continuing business transactions. Approval of the members is being sought for the transactions during the period from FY 2026-27 to FY 2030-31.
3	The material terms of the contract or arrangement including the value, if any	The Company estimates that the monetary value for transactions at 2 above and allied transactions in each financial year from FY 2026-27 to FY 2030-31 to be upto Rs. 100 Crores.
4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Pricing shall be determined with reference to prevailing market/bullion rates, purity, quality, weight, design, specifications, quantity and prevailing industry conditions, together with applicable making/conversion charges, premiums, discounts and other commercial adjustments. Payment, delivery, credit, tax, insurance, quality and other terms shall be mutually agreed based on the nature of the transaction and prevailing industry practices. Ancillary commercial terms, whether contractual or otherwise agreed in the ordinary course, shall be consistent with the Company's RPT Policy and applicable market practices.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business of the Company.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.
8	Justification	The proposed related party transactions comprise the purchase and sale of precious metals, precious metal bars, gold and other jewellery, precious and semi-precious stones, and other goods and materials related to the gems and jewellery business. These transactions are undertaken in the ordinary course of the Company's business to support its procurement, manufacturing, trading and sales activities. The transactions are

		expected to facilitate continuity of supply, efficient sourcing and sale of jewellery and related materials, and operational requirements of the Company. The transactions will be undertaken on mutually agreed commercial terms and, where applicable, on an arm's length basis, in compliance with the Company's Related Party Transaction Policy and applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations. The transactions are considered to be in the interest of the Company and its stakeholders.
9	Any valuation or other external report relied upon by the listed entity in relation to the transactions	Not Applicable
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
11	Value of the transaction as a percentage of- i. Listed entity's annual consolidated turnover for the immediately preceding financial year ii. the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	i. The Estimated Transaction Value as mentioned in point 3 is Rs.100 Crores, which represents 31.51 % of Standalone Turnover of the Company during the year 2025-2026. ii. Nil

A5. Transactions between the Company and Mr. Saremal Champalal Soni

Sr No	Particulars	Details
1	Name of Related Party & Relationship	Mr. Saremal C Soni (Chairman, MD and Promoter)
2	The nature, duration of the contract and particulars of the contract or arrangement	Payment of rent for the use of immovable property provided for the business purposes of the Company. Approval of the members is being sought for the payment of rent during the period from FY 2026-27 to FY 2030-31.
3	The material terms of the contract or arrangement including the value, if any	The Company will be paying a rent Upto Rs. 300 Lakhs per annum.
4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The rent has been determined based on prevailing market and industry standards, taking into consideration the location, size, nature and prevailing rental rates of comparable properties. The rent

		and other commercial terms have been negotiated and determined on an arm's length basis. The arrangement is in the ordinary course of business and on terms that are fair and reasonable to the Company.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business of the Company.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.
8	Justification	The property is being taken on rent to meet the business and operational requirements of the Company. The property is suitably located and provides the Company with appropriate infrastructure and premises to support its present and future business operations. The arrangement also provides the Company with long-term continuity and stability in terms of infrastructure and avoids the need for substantial capital expenditure towards acquisition of an immovable property.
9.	Valuation	N.A.
10	Value of the transaction as a percentage of- i. Listed entity's annual consolidated turnover for the immediately preceding financial year ii. the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	i. The Estimated Transaction Value as mentioned in point 3 is Rs.300 Lakh, which represents 0.95% of Standalone Turnover of the Company during the year 2025-2026. ii. N.A.

A6. Transactions between the Company and Ms. Flora J Soni

Sr No	Particulars	Details
1	Name of Related Party & Relationship	Ms. Flora J Soni (Social Media Manager and Daughter of Jitendrakumar Soni, Joint Managing Director of the Company)
2	The nature, duration of the contract and particulars of the contract or arrangement	Payment of Salary for holding the office of Social Media Manager Approval of the members is being sought for the payment of salary during the period from FY 2026-27 to FY 2030-31.
3	The material terms of the contract or arrangement including the value, if any	The Company will be paying a salary Upto Rs. 100 Lakhs per annum.

4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The Salary is determined as per industry standards, at arms' length basis and it is also in the ordinary course of business.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business of the Company.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.
8	Justification	The proposed salary is payable to the Related Party for services rendered as Social Media Manager, including management of the Company's social media platforms, content creation, digital campaigns and brand promotion. The salary is commensurate with the duties, responsibilities, experience and services rendered, and has been determined considering prevailing salary for similar functions. The transaction is in the ordinary course of business and is on fair and reasonable terms, subject to applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
9.	Valuation	N.A.

A7. Transactions between the Company and Mrs. Alkaben J Soni

Sr No	Particulars	Details
1	Name of Related Party & Relationship	Mrs. Alkaben J Soni (Senior Human Resource Manager, Wife of Jitendrakumar Soni, Joint Managing Director and belong to the Promoter group of the Company)
2	The nature, duration of the contract and particulars of the contract or arrangement	Payment of Salary for holding the office of Senior Human Resource Manager Approval of the members is being sought for the payment of salary during the period from FY 2026-27 to FY 2030-31.
3	The material terms of the contract or arrangement including the value, if any	The Company will be paying a salary Upto Rs. 100 Lakhs per annum.
4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The Salary is determined as per industry standards, At arms' length basis and it is also in the ordinary course of business.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business

	those factors; and	of the Company.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.
8	Justification	The proposed salary is payable to the Related Party for services rendered as Senior Human Resource Manager, including employee recruitment, HR administration, performance management, employee engagement and implementation of HR policies. The salary is commensurate with the duties, responsibilities, experience and services rendered, and has been determined considering the prevailing salary for similar functions. The transaction is in the ordinary course of business and is on fair and reasonable terms, subject to applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
9.	Valuation	N.A.

A8. Transactions between the Company and Mrs. Kiranben D Soni

Sr No	Particulars	Details
1	Name of Related Party & Relationship	Mrs. Kiranben D Soni (Human Resource Manager, Wife of Dineshkumar Soni, Managing Director and belong to the Promoter group of the Company)
2	The nature, duration of the contract and particulars of the contract or arrangement	Payment of Salary for holding the office of Human Resource Manager Approval of the members is being sought for the payment of salary during the period from FY 2026-27 to FY 2030-31.
3	The material terms of the contract or arrangement including the value, if any	The Company will be paying a salary Upto Rs. 100 Lakhs per annum.
4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	The Salary is determined as per industry standards, At arms' length basis and it is also in the ordinary course of business.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business of the Company.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information forms part of the statement setting out materials facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.
8	Justification	The proposed salary is payable to the Related Party for services rendered as HR

		Manager, including recruitment, employee administration, attendance and payroll coordination, employee engagement and implementation of HR policies. The salary is commensurate with the duties, responsibilities, experience and services rendered, and has been determined considering the prevailing salary for similar functions. The transaction is in the ordinary course of business and is on fair and reasonable terms, subject to applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
9.	Valuation	N.A.

A9. Transactions between the Company and Arzish Goldcraft Private Limited

Sr No	Particulars	Details
1	Name of Related Party & Relationship	Arzish Goldcraft Private Limited (An entity in which Kiranben D Soni and Alka J. Soni, being Promoter Group Member and relative of MD and JMD respectively, are Directors and Shareholders)
2	The nature, duration of the contract and particulars of the contract or arrangement	Purchase And Sale of Precious Metals Jewellery, Precious Metals Bars, Precious And Semi Precious Stones, And All Activities Related to Gems & Jewellery Industry The above-mentioned arrangements are / will be continuing business transactions. Approval of the members is being sought for the transactions during the period from FY 2026-27 to FY 2030-31
3	The material terms of the contract or arrangement including the value, if any	The Company estimates that the monetary value for transactions at 2 above and allied transactions in each financial year from FY 2026-27 to FY 2030-31 to be upto Rs. 500 Crores.
4	Any advance paid or received for the contract or arrangement, if any;	Nil
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;	Pricing shall be determined with reference to prevailing market/bullion rates, purity, quality, weight, design, specifications, quantity and prevailing industry conditions, together with applicable making/conversion charges, premiums, discounts and other commercial adjustments. Payment, delivery, credit, tax, insurance, quality and other terms shall be mutually agreed based on the nature of the transaction and prevailing industry practices. Ancillary commercial terms, whether contractual or otherwise agreed in the ordinary course, shall be consistent with the

		Company's RPT Policy and applicable market practices.
6	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Not applicable. Since the transaction has been carried out at Arm's length basis and is also in the ordinary course of business of the Company.
7	any other information relevant or important for the Board to take a decision on the proposed transaction.	All the relevant information forms part of the statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013 which has been mentioned in the foregoing paragraphs.
8	Justification	The proposed related party transactions comprise the purchase and sale of precious metals, precious metal bars, gold and other jewellery, precious and semi-precious stones, and other goods and materials related to the gems and jewellery business. These transactions are undertaken in the ordinary course of the Company's business to support its procurement, manufacturing, trading and sales activities. The transactions are expected to facilitate continuity of supply, efficient sourcing and sale of jewellery and related materials, and operational requirements of the Company. The transactions will be undertaken on mutually agreed commercial terms and, where applicable, on an arm's length basis, in compliance with the Company's Related Party Transaction Policy and applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations. The transactions are considered to be in the interest of the Company and its stakeholders.
9.	Valuation	Not Applicable
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year and in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
11	Value of the transaction as a percentage of- i. Listed entity's annual consolidated turnover for the immediately preceding financial year ii. the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	i. The Estimated Transaction Value as mentioned in point 3 is Rs.500 Crores, which represents 157.63% of Standalone Turnover of the Company during the year 2025-2026. ii. 69093.94% of annual standalone turnover of Arzish Goldcraft Private Limited for FY 2025-26.

The Audit Committee has reviewed the details provided by the Company as required under the RPT Industry Standards.

Director(s) of the Company who are also director(s) on the board of Aadhira Retail Private Limited, Arzish Goldcraft Private Limited and relatives of the said Director(s), to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the transactions.

In the opinion of the Board, the transactions/ contracts/ arrangements by the Company with the above party are in the ordinary course of business and at an arm's length basis. However, considering the fact that the value of contracts/ arrangements/ transactions with the aforesaid related parties during a financial year may be material as defined under Listing Regulations and it is proposed to seek the approval of members for the aforesaid arrangements/ contracts/ transactions for the period of Five (5) years.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Special Resolutions set out at Item Nos. 08 whether the entity is a related party to the particular transaction or not.

The Board commends the Special Resolutions set out at Item Nos. 08 of the Notice for approval by the members.

**By Order Of The Board
For, Ashapuri Gold Ornament Limited**

Date:- October 06, 2026

Place:- Ahmedabad

**Sd/-
Saremal Champalal Soni
Chairman & Managing Director
DIN:-02288750**

Registered Office:

**"Ashapuri Corporate House",
2/F Ravish Apt. , Near Jalaram Chass Wala,
Navrangpura Bus Stand Road to Swastik Cross Road,
Navrangpura, Ahmedabad ,
Gujarat, India- 380009.**

CIN: L36910GJ2008PLC054222

Ashapuri
GOLD ORNAMENT LIMITED

**ANNEXTURE TO THE NOTICE OF AGM
BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT/
REAPPOINTMENT AT ANNUAL GENERAL MEETING**

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment at the ensuing Annual General Meeting are as follows.

Name of the Director	Mr. Jitendrakumar Saremal Soni
DIN	01795752
Date of Birth	February 03 rd , 1981
Age	45 Years
Date of Initial Appointment	June 17 th , 2008
Date of Appointment on Current Position	January 01 st , 2024
No. of shares held in the company	22113300 equity shares of Rs.1/- each
Directorship held in other companies	Nil
Membership/Chairmanships of Committee in other Public Companies	Nil
Relationship with other Directors/KMP(s)	Son of Shri Saremal Soni, Brother of Shri Dineshkumar Soni.
Brief Profile	Mr. Jitendrakumar Soni, aged 45 years, is the Promoter & Joint Managing director of our company. He holds a bachelor's degree in commerce from Gujarat University. He has more than 23 years of experience in the gems and jewellery industry. He is involved in the management of the Company's enterprise resource planning systems and is actively engaged in accounting, merchandising and general corporate management.

Name of the Director	Mr. Saurabh Govindbhai Patel
DIN	09445561
Date of Birth	April 03 rd , 1978
Age	48 Years
Date of Initial Appointment	December 30, 2021
Date of Appointment on Current Position	December 30, 2021
No. of shares held in the company	Nil
Directorship held in other companies	Nil
Membership/Chairmanships of Committee in other Public Companies	Nil
Relationship with other Directors/KMP(s)	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies
Brief Profile	Mr. Saurabh Govindbhai Patel has done B.com. He has an experience of more than 14 Years in the Banking and finance field.

**By Order Of The Board
For, Ashapuri Gold Ornament Limited
Sd/-
Saremal Champalal Soni
Chairman & Managing Director
DIN:-02288750**

Date:- October 06, 2026

Place:- Ahmedabad

**Registered Office:
"Ashapuri Corporate House",
2/F Ravish Aprt. , Near Jalaram Chass Wala,
Navrangpura Bus Stand Road to Swastik Cross Road,
Navrangpura, Ahmedabad ,
Gujarat, India- 380009.
CIN: L36910GJ2008PLC054222**