



KHAZANCHI JEWELLERS LIMITED

Registered office add: No.130, NSC Bose road, Sowcarpet, Chennai – 600 079

Ph: 044-42015915, **Website:** www.khazanchi.co.in , **E-mail:** info@khazanchi.co.in

CIN: L36911TN1996PLC034918

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolutions covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)

Dear Members,

NOTICE is hereby given to the Members of **KHAZANCHI JEWELLERS LIMITED** (“the Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standards - 2 on General Meetings (“the SS-2”) issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, General Circular No.03/2025 dated September 22, 2025 read with other relevant Circulars issued by the Ministry of Corporate Affairs, Government of India (“the MCA Circulars”) from time to time, for conducting postal ballot process through e-Voting.

The Company is seeking the consent of its members for the Special Business as set out in this Notice, proposed to be passed through Postal Ballot by way of remote e-Voting only.

For this purpose, the Company has tied-up with Central Depository Services (India) Limited (CDSL) for providing the remote e-Voting facility to its Members.

In compliance with the requirement of the Circulars, the Company will send Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company or Depository / Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-Voting system. Accordingly, the dispatch of physical postal ballot notice along with postal ballot form and prepaid self-addressed business reply envelope does not arise. The Postal Ballot Notice can also be accessed from the websites of the Company, i.e. www.khazanchi.co.in, Stock Exchange, i.e. BSE Limited at www.bseindia.com and will also be available on the website of CDSL.

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 pertaining to the said resolutions, setting out the material facts and the reason for the resolution is also annexed. You are requested to peruse the proposed resolution along with the Explanatory Statement and thereafter accord your assent or dissent through Postal Ballot by remote e-Voting facility provided by the Company.



The Board has appointed Mr. Pankaj Mehta (ACS 29407 and CP No. 10598), partner of A.K.Jain & Associates, Practicing Company Secretaries, Chennai to act as the Scrutinizer, to scrutinize the e-voting process and to conduct the Postal Ballot in a fair and transparent manner.

The remote e-Voting facility will be available during the following period:

Commencement of remote e-Voting period	February 20, 2026
Last date of remote e-Voting period	March 21, 2026

The Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through remote e-Voting by not later than **5.00 p.m. IST on March 21, 2026**. The remote e-Voting facility will be disabled by CDSL immediately after **5.00 p.m. IST on March 21, 2026**.

The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of the scrutiny. The Results will be announced within two working days from the last date specified by the Company for e-Voting.

The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Companies Act, 2013 and the Rules made thereunder. The results of the Postal Ballot along with the Scrutinizer's Report will be posted on the Company's website www.khazanchi.co.in and will be intimated to the Stock Exchange where the shares of the Company is listed.

The Resolution, if passed by requisite majority shall be deemed to have been passed on **March 21, 2026** being the last date specified by the Company for e-Voting.

SPECIAL BUSINESS

1. TO APPROVE REVISION IN REMUNERATION OF MR. TARACHAND MEHTA (DIN: 01234768) MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in furtherance of the resolution passed in the Extra ordinary General Meeting held on May 26, 2023 and on the basis of the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to increase the remuneration of Mr. Tarachand Mehta, Managing Director (DIN: 01234768) of the company with an overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum effective from April 1, 2026 up to his remaining tenure as an Managing Director (Upto March 31, 2029) and the Board of Directors including any committee thereof are authorized to alter and vary the terms and conditions of the said remuneration



from time to time and notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event the Company does not have profits or the profit of the Company is inadequate in any financial year starting from April 1, 2026 during the currency of tenure of Mr. Tarachand Mehta, Managing Director, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT pursuant to Section 196(3) and other applicable provisions, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded for the continuation of Mr. Tarachand Mehta (DIN: 01234768) as Managing Director during the remaining tenure till 31.03.2029 even though he has attained the age of 70 years.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Tarachand Mehta, Managing Director, shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors or any other person authorised by the Board of Directors be and are hereby severally authorized, to do all such acts, deeds and things as may be required to give effect to the above, including execution of the Agreement and to any other documents, if required, in accordance with its Articles of Association.”

2. TO APPROVE REVISION IN REMUNERATION OF MR. RAJESH MEHTA (DIN:07605326) JT. MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in furtherance of the resolution passed in the Annual General Meeting held on September 22, 2025 and on the basis of the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to increase the remuneration of Mr. Rajesh Mehta, Jt. Managing Director (DIN: 07605326) of the company with an overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum effective from April 1, 2026 up to March 31, 2029 and the Board of Directors including any committee thereof are authorized to alter and vary the terms and conditions of the said remuneration from time to time and notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.



RESOLVED FURTHER THAT in the event the Company does not have profits or the profit of the Company is inadequate in any financial year starting from April 1, 2026 during the currency of tenure of Mr. Rajesh Mehta, Jt. Managing Director, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Rajesh Mehta, Jt. Managing Director, shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors or any other person authorised by the Board of Directors be and are hereby severally authorized, to do all such acts, deeds and things as may be required to give effect to the above, including execution of the Agreement and to any other documents, if required, in accordance with its Articles of Association.”

3. TO APPROVE REVISION IN REMUNERATION OF MR. GOUTHAM (DIN: 01642002) EXECUTIVE DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in furtherance of the resolution passed in the Extra ordinary General Meeting held on May 26, 2023 and on the basis of the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to increase the remuneration of Mr. Goutham, Executive Director (DIN:01642002) of the Company with an overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum effective from April 1, 2026 up to his remaining tenure as an Executive Director (Upto March 31, 2029) and the Board of Directors including any committee thereof are authorized to alter and vary the terms and conditions of the said remuneration from time to time and notwithstanding that such remuneration may exceed the limit specified under Section 197 and Schedule V of the Companies Act, 2013 in case of inadequacy or absence of profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event the Company does not have profits or the profit of the Company is inadequate in any financial year starting from April 1, 2026 during the currency of tenure of Mr. Goutham as an Executive Director, the above-mentioned remuneration may be paid to him, as minimum remuneration, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Goutham as an Executive Director, shall continue to remain in full force and effect.



RESOLVED FURTHER THAT the Board of Directors or any other person authorised by the Board of Directors be and are hereby severally authorized, to do all such acts, deeds and things as may be required to give effect to the above, including execution of the Agreement and to any other documents, if required, in accordance with its Articles of Association.”

4. TO APPROVE REVISION IN REMUNERATION OF MR. VIKAS MEHTA (PAN: ABBPV5557B), CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 188, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules thereof, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the basis of the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to increase the remuneration of Mr. Vikas Mehta (PAN: ABBPV5557B), Chief Financial Officer of the Company with an overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum effective from April 1, 2026 on such terms and conditions as may be agreed to between and the Board of Directors are authorized to alter and vary the terms and conditions of the said remuneration from time to time.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Vikas Mehta, CFO, shall continue to remain in full force and effect.

RESOLVED FURTHER THAT the Board of Directors or any other person authorised by the Board of Directors be and are hereby severally authorized, to do all such acts, deeds and things as may be required to give effect to the above, including execution of the Agreement and to any other documents, if required, in accordance with its Articles of Association.”

5. TO APPROVE REVISION IN REMUNERATION OF MR. AASHISH MEHTA, (PAN: ANEPA9529R), CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 188, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules thereof, as amended from time to time and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the basis of the recommendations and approvals of the Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of Members of the Company be and is hereby accorded to increase the remuneration of Mr. Aashish Mehta (PAN: ANEPA9529R), Chief Executive Officer of the Company with an overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum effective from April 1, 2026 on such terms and conditions as may be agreed to between the Board of Directors and Mr.



Aashish Mehta with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said remuneration from time to time.

RESOLVED FURTHER THAT save and except as aforesaid, all other existing terms and conditions of appointment of Mr. Aashish Mehta, CEO, shall continue to remain in full force and effect.

“RESOLVED FURTHER THAT the Board of Directors or any other person authorised by the Board of Directors be and are hereby severally authorized, to do all such acts, deeds and things as may be required to give effect to the above, including execution of the Agreement and to any other documents, if required, in accordance with its Articles of Association.”

Place: Chennai
Date: February 14, 2026

For and on behalf of the Board of Directors
Khazanchi Jewellers Limited

Sd/-

Sakshi Jain
Compliance Officer and Company Secretary
Membership No.: A68478

NOTES

1.The explanatory statement pursuant to Section 102 read with Section 110 of the act and Secretarial Standard-2 on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution set forth in the Notice is annexed to and forms part of this Notice.

2. The Notice is being sent only through electronic mode to those members whose names appear in the Register of Members / Beneficial Owners as received from NSDL and CDSL as on **Friday, February 13, 2026** and whose e-mail IDs are registered with the Company / Depositories (NSDL/CDSL). Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the RTA of the Company, M/s Cameo Corporate Services Limited at investors@cameoindia.com with details of folio number and attaching a self-attested copy of PAN card.

In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of Resolution through Postal Ballot by voting through electronic means (“remote e-voting”). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system. The instructions for e-voting are provided as part of this Postal Ballot Notice. The Company has engaged the services of CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.



3. In line with the MCA Circulars, Postal Ballot notice will be available on the website of the Company at www.khazanchi.co.in . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and will also be available on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the remote e-voting facility) www.evotingindia.com.
4. In accordance with the MCA Circulars, Members can vote only through the remote e- voting process. Members whose names appear on the Register of Members/Register of Beneficial Owners as on cut-off date i.e. **Friday, February 13, 2026**, will only be considered for the purpose of e-voting. A person who is not a member as on the cut-off date should treat this notice of Postal Ballot for information purpose only.
5. The remote e-voting period will commence from **9.00 a.m. on Friday, February 20, 2026 and ends at 5.00 p.m. on Saturday, March 21, 2026**. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members as per para (4) above, are therefore requested to give their assent / dissent for the resolutions contained in this notice by remote e-voting during the time period mentioned above. Votes cast during the above time schedule will only be eligible for being considered. In case vote is not cast during the above time schedule it will be strictly considered that no vote has been received from the shareholder.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the Equity Shares registered in the name of the members as **on Friday, February 13, 2026**.
7. The Resolutions, if passed by the requisite majority shall be deemed to have been passed on **Saturday, March 21, 2026**, the last date specified for receipt of votes through the e-voting process. Resolution passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
8. Once the vote is cast on the Resolution, it cannot be modified. The vote in this Postal Ballot cannot be exercised through proxy.
9. The Board of Directors has appointed M/s. A.K.Jain & Associates, Practicing Company Secretaries Chennai represented by its partner Mr. Pankaj Mehta (ACS 29407 and CP No. 10598), as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
10. The Scrutinizer after the conclusion of the remote e-voting on **Saturday, March 21, 2026**, will submit the Consolidated Scrutinizer's Report within the prescribed time to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting. The Result of the Postal Ballot will be announced by the Chairman of the Company or any other person authorized by him.
11. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company at www.khazanchi.co.in ,website of CDSL at www.evotingindia.com and will also be available on the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com .



12. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting. Members seeking to inspect such documents can send an email to cs@khazanchi.co.in

13. Members may send their queries related to item included in the Postal Ballot notice on the email cs@khazanchi.co.in from their registered email address, mentioning their name, folio number / DP ID-Client ID as applicable, mobile number, copy of PAN Card.

CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on February 20, 2026 and ends on March 21, 2026 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of February 13, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. 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.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.

	<p>2) If the user is 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</p> <p>3) 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at</p>

	helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password



field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.



- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@khazanchi.co.in, investors@khazanchi.co.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

In Conformity with the Provisions of Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the items of special business of the Notice and the same should be taken as forming part of the notice.

ITEM NO. 1: TO APPROVE REVISION IN REMUNERATION OF MR. TARACHAND MEHTA (DIN: 01234768) MANAGING DIRECTOR OF THE COMPANY

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 14.02.2026 approved the revision of remuneration payable to Mr. Tarachand Mehta, Managing Director of the Company. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof,



from time to time for Mr. Tarachand Mehta in accordance with the applicable provisions of the Companies Act, 2013 and is within the limits prescribed under Section 197 read with Schedule V of the Act as mentioned below:

- **Salary:** Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum w.e.f. 01.04.2026 including perquisites and allowances.
- **Commission:** Commission as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 1% of the Net Profits.
- **Performance-linked incentive:** As may be decided by the Board based on performance parameters
- **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year during his tenure, the remuneration as mentioned above shall be paid as the minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.

As per Section 196(3) and other applicable provisions, if any, of the Companies Act, 2013 the Company shall not appoint or continue the employment of person as Managing Director who has attained the age of 70 years unless a special resolution is passed in this regard. Accordingly, the above resolution is placed before the members for their consent.

None of the directors and key managerial personnel except Mr. Tarachand Mehta, Mr. Rajesh Mehta Mr. Goutham, Mrs. Rithika Bohra and Mr. Vikas Mehta are considered interested in the resolution. Disclosures as required in this resolution.

ITEM NO. 2: TO APPROVE REVISION IN REMUNERATION OF MR. RAJESH MEHTA (DIN: 07605326) JT. MANAGING DIRECTOR OF THE COMPANY

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 14.02.2026 approved the revision of remuneration payable to Mr. Rajesh Mehta, Jt. Managing Director of the Company. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Rajesh Mehta in accordance with the applicable provisions of the Companies Act, 2013 and is within the limits prescribed under Section 197 read with Schedule V of the Act as mentioned below.

- **Salary:** Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum w.e.f. 01.04.2026 including perquisites and allowances.
- **Commission:** Commission as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 1% of the Net Profits.
- **Performance-linked incentive:** As may be decided by the Board based on performance parameters
- **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year during his tenure, the remuneration as mentioned above shall be paid as the minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.



Accordingly, the above resolution is placed before the members for their approval.

None of the directors and key managerial personnel except Mr. Rajesh Mehta, Mr. Goutham, Mr. Tarachand Mehta, Mrs. Rithika Bohra and Mr. Vikas Mehta are considered interested in the resolution. Disclosures as required in this resolution.

ITEM NO. 3: TO APPROVE REVISION IN REMUNERATION OF MR. GOUTHAM (DIN: 01642002) EXECUTIVE DIRECTOR OF THE COMPANY

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 14.02.2026 approved the revision of remuneration payable to Mr. Goutham, Executive Director of the Company. Further, the members are requested to authorise the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Goutham in accordance with the applicable provisions of the Companies Act, 2013 and is within the limits prescribed under Section 197 read with Schedule V of the Act as mentioned below.

- **Salary:** Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum w.e.f. 01.04.2026 including perquisites and allowances.
- **Commission:** Commission as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 1% of the Net Profits.
- **Performance-linked incentive:** As may be decided by the Board based on performance parameters
- **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year during his tenure, the remuneration as mentioned above shall be paid as the minimum remuneration, subject to the provisions of Schedule V of the Companies Act, 2013.

Accordingly, the above resolution is placed before the members for their approval.

None of the directors and key managerial personnel except Mr. Goutham, Mr. Tarachand Mehta, Mr. Rajesh Mehta, Mrs. Rithika Bohra and Mr. Vikas Mehta are considered interested in the resolution. Disclosures as required in this resolution.

Statement for Item No.1,2 & 3 as required as per proviso (iv) of Section II, PART II of Schedule V of the Companies Act, 2013.

I. General Information

- 1 Nature of industry** : Wholesale and retail trade of gold, diamond and other precious metal
- 2 Date or expected date of commencement of commercial production** : March 25, 1996

3 Financial performance based on given indicators :

Particulars	Rs in lakhs		
	2024-2025	2023-2024	2022-2023
Revenue	1,77,253.25	82,152.91	48,181.65
Expenditure	1,71,167.58	78,482.39	47,154.63
Profit before tax	6,085.67	3,670.52	1,027.02
Profit after tax	4,492.12	2,731.94	756.49

4 Foreign investments or collaborations, if any : No existing foreign collaboration or foreign investments

II. Information about the Managing Director, Whole-time director:

Sr. No	Particulars	Mr. Tarachand Mehta (DIN: 01234768), Managing Director	Mr. Rajesh Mehta (DIN: 07605326), Jt. Managing Director	Mr. Goutham (DIN: 01642002), Director
1.	Background details	Mr. Tarachand Mehta is the Managing Director of the company aged 70 years. He is associated with the company from the year 1997.	Mr. Rajesh Mehta aged 47 years having more than 25 years of experience in jewellery sector and holds a bachelor's degree in commerce.	Mr. Goutham aged 49 Years having more than 25 years of experience in jewellery sector and holds a bachelor's degree in commerce.
2.	Past remuneration Amount	Rs. 9,00,000/-Per annum (Data as on 31.03.2025)	Salary paid from 12.11.2024 to 31.03.2025 - Rs. 2,39,733/- (Data as on 31.03.2025 appointed as Jt. Managing Director w.e.f. 12.11.2024)	Rs. 9,00,000/ - per annum (Data as on 31.03.2025)
3.	Recognition or awards	-	-	-
4.	Job profile and his suitability	He has more than 5 decades of experience in Jewellery industry and he has been actively involved in the overall management and strategic growth of the Company.	He has more than 25 years of experience in jewellery industry and his keen business acumen allows him to effectively navigate challenges and capitalize on opportunities, steering the company toward continued success.	He has more than 25 years of experience in jewellery industry and currently he is Executive Director of the Company.
5.	Remuneration proposed	Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/-	Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum	Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/-

		(Rupees Two Crore only) per annum w.e.f. 01.04.2026	w.e.f. 01.04.2026	(Rupees Two Crore only) per annum w.e.f. 01.04.2026
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	To the best of our knowledge, there are no comparable companies with respect to industry and size.	To the best of our knowledge, there are no comparable companies with respect to industry and size.	To the best of our knowledge, there are no comparable companies with respect to industry and size.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	He is a Promoter of the Company and holds 2614886 Equity shares (i.e. 10.57%) of the Company of Rs. 10/- each.	He is part of the Promoter Group of the Company and holds 1025000 Equity shares (i.e. 4.14%) of the Company of Rs. 10/- each.	He is a Promoter of the Company and holds 2028571 Equity shares (i.e. 8.2%) of the Company of Rs. 10/- each.

Background details

III. Other information

(1) Reasons for loss or inadequate profits (if any):

The Company is engaged in the jewellery retail business, which is influenced by factors such as volatility in gold prices, seasonal demand, competitive market conditions. The Company continues to conduct its business prudently and has not incurred any loss in recent years.

(2) Steps taken or proposed to be taken for improvement:

The Company has taken and continues to take steps to improve its operational and financial performance, including rationalisation of operating expenses, improved inventory and working capital management, focus on optimising product mix, strengthening marketing and customer engagement initiatives, and improving operational efficiencies across its retail operations.

(3) Expected increase in productivity and profits in measurable terms:

Based on the steps taken and proposed to be taken, the management expects gradual improvement in operational efficiency and financial performance over a period of time.



ITEM NO.4: TO APPROVE REVISION IN REMUNERATION OF MR. VIKAS MEHTA (PAN: ABBPV5557B), CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 14.02.2026 approved the revision of remuneration payable to Mr. Vikas Mehta, Chief Financial Officer (CFO) of the Company. Further, the members are requested to authorize the Board to alter and vary the terms and conditions including remuneration and incremental thereof, from time to time for Mr. Vikas Mehta in accordance with the applicable provisions of the Companies Act, 2013

- **Salary:** Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum w.e.f. 01.04.2026 including perquisites and allowances.
- **Commission:** Commission as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 1% of the Net Profits.
- **Performance-linked incentive:** As may be decided by the Board based on performance parameters

Name of Related Party	Mr. Vikas Mehta
Name of the Director or KMP who is related party	Mr. Goutham, Mr. Tarachand Mehta, Mr. Rajesh Mehta, Mrs. Rithika Bohra
Nature of relationship	Mr. Tarachand Mehta - Father Mr. Rajesh Mehta – Brother Mr. Goutham - Brother Mrs. Rithika Bohra – Daughter in law
Nature, material terms, monetary value and particulars of the contract or arrangement	Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) w.e.f. 01.04.2026
Any other information relevant or important for the members to take a decision	-

Accordingly, the above resolution is placed before the members for their approval.

None of the directors and key managerial personnel except Mr. Vikas Mehta, Mr. Goutham, Mr. Tarachand Mehta, Mr. Rajesh Mehta, Mrs. Rithika Bohra are considered interested in the resolution. Disclosures as required in this resolution.

ITEM NO. 5: TO APPROVE REVISION IN REMUNERATION OF MR. AASHISH MEHTA, (PAN: ANEPA9529R), CHIEF EXECUTIVE OFFICER (CEO) OF THE COMPANY

Upon recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in their meeting held on 14.02.2026 approved the revision of remuneration payable to Mr. Aashish Mehta, Chief Executive Officer (CEO) of the Company. Further, the members are requested to authorize the Board to alter and vary the terms and conditions including remuneration and incremental



thereof, from time to time for Mr. Aashish Mehta in accordance with the applicable provisions of the Companies Act, 2013 as mentioned below.

- **Salary:** Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) per annum w.e.f. 01.04.2026 including perquisites and allowances.
- **Commission:** Commission as may be decided by the Board of Directors based on the net profit of the Company in each year, not exceeding 1% of the Net Profits.
- **Performance-linked incentive:** As may be decided by the Board based on performance parameters

Name of Related Party	Mr. Aashish Mehta
Name of the Director or KMP who is related party	Mr. Goutham, Mr. Tarachand Mehta, Mr. Rajesh Mehta, Mrs. Rithika Bohra, Mr. Vikas Mehta
Nature of relationship	Mr. Tarachand Mehta – Grandfather Mr. Goutham – Paternal Uncle Mr. Vikas Mehta - Paternal Uncle Mr. Rajesh Mehta - Paternal Uncle Mrs. Rithika Bohra – Wife
Nature, material terms, monetary value and particulars of the contract or arrangement	Overall slab ranging from Rs.24,00,000/- (Rupees Twenty Four Lakhs only) to Rs.2,00,00,000/- (Rupees Two Crore only) w.e.f. 01.04.2026
Any other information relevant or important for the members to take a decision	-

Accordingly, the above resolution is placed before the members for their approval.

None of the directors and key managerial personnel except Mr. Aashish Mehta, Mr. Goutham, Mr. Tarachand Mehta, Mr. Rajesh Mehta, Mrs. Rithika Bohra and Mr. Vikas Mehta are considered interested in the resolution. Disclosures as required in this resolution.

Place: Chennai
Date: February 14, 2026

For and on behalf of the Board of Directors
Khazanchi Jewellers Limited

Sd/-

Sakshi Jain
Compliance Officer and Company Secretary
Membership No.: A68478