NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY WILL BE HELD AT 12:00 NOON (IST), ON TUESDAY, THE 17TH DAY OF NOVEMBER, 2026 THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESSES

SPECIAL BUSINESS:

1. APPOINTMENT OF MS. SIMRAN LODHA (DIN: 11898979) AS NON-EXECUTIVE CUM INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS WITH EFFECT FROM AUGUST 18, 2026

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 ("the Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), as amended from time to time, Ms. Simran Lodha [DIN: 11898979], who was appointed as an Additional Independent Director of the Company, for a term of 3 years, with effect from August 18, 2026 pursuant to Section 161 of the Act and the Articles of Association of the Company, by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and who has given her consent along with a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and rules made thereunder and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 3 (Three) years effective from August 18, 2026 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Rajesh Mehta (DIN: 07605326), Chairman cum Jt. Managing Director and Ms. Sakshi Jain Company Secretary of the Company be and are hereby severally authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

For KHAZANCHI JEWELLERS LIMITED

Place: Chennai
Date: 26.10.2026

sd/-

SAKSHI JAIN
COMPLIANCE OFFICER & COMPANY SECRETARY
M. NO.: A68478

NOTES

1. The Ministry of Corporate Affairs ("MCA") vide General Circular No. 14/2020 dated April 8, 2020 and subsequent circulars, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively, "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), have permitted the holding of general meetings through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of Members at a common venue. Accordingly, the Extra-Ordinary General Meeting ("EGM") of the Company is being held through VC/OAVM. The deemed venue of the EGM shall be the Registered Office of the Company.

2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended),and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021,the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.

3. The Members can join the EGM in the 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 EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders 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 the EGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with and, accordingly, the facility for appointment of proxy is not available for this EGM.". However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.

6. The Board of Directors of the Company has appointed M/s. AK Jain and associates, represented by its partner Mr. Balu Sridhar (M. No. F5869, C P No.3550), as the Scrutiniser to conduct the e-voting process in a fair and transparent manner.

7. Voting rights and cut-off date. Members holding shares either in physical form or in dematerialised form as on the cut-off date, i.e. Wednesday, November 11, 2026, shall be entitled to avail the facility of

remote e-voting as well as e-voting during the EGM. 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. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Any person who acquires shares and becomes a Member after the dispatch of this Notice and holds shares as on the cut-off date may obtain the login ID and password by sending a request to the Registrar and Transfer Agent / CDSL at helpdesk.evoting@cdslindia.com. The remote e-voting period commences on Saturday, November 14, 2026 at 9:00 a.m. (IST) and ends on Monday, November 16, 2026 at 5:00 p.m. (IST); remote e-voting shall not be allowed beyond that time. Members who have voted through remote e-voting may attend the EGM but shall not be entitled to vote again.

8. Declaration of results. The Scrutiniser shall, after the conclusion of the e-voting at the EGM, unblock the votes cast through remote e-voting and e-voting during the EGM and submit a consolidated Scrutiniser's Report to the Chairman or a person authorised by him. The results declared, along with the Scrutiniser's Report, shall be placed on the Company's website www.khazanchi.co.in and on the website of CDSL (www.evotingindia.com) and communicated to BSE Limited within two working days of the conclusion of the EGM. The resolution, if passed by the requisite majority, shall be deemed to be passed on the date of the EGM, i.e. November 17, 2026."

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13,2020, the Notice calling the EGM has been uploaded on the website of the Company at www.khazanchi.co.in . The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e.www.evotingindia.com.

10. Inspection of documents. The letter of appointment of Ms. Simran Lodha as an Independent Director, setting out the terms and conditions of her appointment will be available for Inspection, Since the EGM is held through VC/OAVM, these documents may be inspected in electronic mode by writing from the Member's registered e-mail ID to cs@khazanchi.co.in, mentioning the name, folio number or DP ID and Client ID, up to the date of the EGM. These documents shall also be available for inspection electronically during the EGM to Members attending through VC/OAVM. The Company has also made available the terms and conditions of appointment on its website, www.khazanchi.co.in.

CDSL E-VOTING SYSTEM – FOR E-VOTING

THE INSTRUCTIONS 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 at 09.00 AM IST on Saturday, November 14, 2026 and ends at 05.00 PM IST on Monday, November 16, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, November 11,

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 Master Circular dated July 11, 2023 (No. SEBI/HO/CFD/PoD2/CIR/P/2023/120), 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**
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 cdsl 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 cdsl 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	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. 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 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. 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.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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
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 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) • 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. • 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 Khazanchi Jewellers Limited 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, 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 UNDER SECTION 102 OF THE COMPANIES ACT, 2013

APPOINTMENT OF MS. SIMRAN LODHA (DIN: 11898979) AS NON-EXECUTIVE CUM INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS WITH EFFECT FROM AUGUST 18, 2026

Ms. Simran Lodha, BBA, PGDM, ACS, is a qualified Company Secretary with professional experience in corporate secretarial, governance, and regulatory compliance matters. She has experience in handling compliances under the Companies Act, 2013, SEBI Regulations and other applicable corporate laws, particularly in relation to listed companies. With a strong understanding of corporate law and securities regulations, she brings a detail-oriented and compliance-focused approach to corporate governance and board-level matters.

The Board of Directors based on the recommendation of Nomination and Remuneration Committee and pursuant to Section 149, 150, 152 read with Schedule IV of the Act, appointed her as an Additional / Independent Director of the Company for a term of three years effective from August 18, 2026. The Company has received consent from her and a declaration that she is eligible to be appointed as Director of the Company and meets the criteria of independence as prescribed under Section 149(6) of the Act. In accordance with Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, the approval of the Shareholders has to be obtained by means of a Special Resolution at the next Annual General Meeting or within three months, whichever is earlier.

In the opinion of the Board, Ms. Simran Lodha fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the Management.

Accordingly, the above resolution is placed before the members for their approval. The Board recommends this resolution for approval by the Members of the Company as an Special resolution.

None of the Directors, Key Managerial Personnel and their relatives except Ms. Simran Lodha are interested in the aforesaid resolution. Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings are given below:

Name of Director	Simran Lodha
Nature of Appointment	Non-Executive Independent Director
DIN	11898979
Date of Birth & Age	08-06-1997 & 29 Years
ID Data Bank Registration No. and Validity	IDDB-PA-202608-049807 Valid upto August 17, 2027
Nationality	Indian
Date of appointment	August 18, 2026

Brief Profile Qualifications and Experience	Ms. Simran Lodha, BBA, PGDM, ACS, is a qualified Company Secretary with professional experience in corporate secretarial, governance, and regulatory compliance matters. She has experience in handling compliances under the Companies Act, 2013, SEBI Regulations and other applicable corporate laws, particularly in relation to listed companies.
Terms and Conditions of appointment along with details of remuneration sought to be paid	Appointment as Non-Executive Independent Director of the company for a term of three years w.e.f. 18.08.2026 subject to approval of members. Nil
Expertise in specific functional area (Skills & Capabilities)	Professional Expertise and a strong understanding of corporate law and securities regulations, she brings a detail-oriented and compliance-focused approach to corporate governance and board-level matters.
No. of shares held in the Equity share capital of the company	Nil
Relationship with other Manager/director and other KMP	None
Directorship in other company	Nil
List of other listed entities resigned from in the past three years	NIL
Number of Board Meetings attended during the FY 2026- 27	One. As Appointed w.e.f. August 18, 2026.
Membership of Committees of other company	Nil
Information as required pursuant to BSE Circular other such authority. ref no. LIST/COMP/14/2018-19 and NSE Circular No.NSE/CML/2018/24 dated June 20, 2018.	She is not debarred from holding office of Director by virtue of any SEBI Order or any other such authority
Justification for appointment as Independent Director	Possess relevant skills and expertise.

For KHAZANCHI JEWELLERS LIMITED

Place: Chennai
Date: 26.10.2026

sd/-

SAKSHI JAIN
COMPLIANCE OFFICER & COMPANY SECRETARY
M. NO.: A68478