

RO JEWELS LIMITED

(CIN: L74999GJ2018PLC105540)

Registered Office: Ground Floor, Hallmark 4, Hari Bhakti Ni Pole, Opp. B D College,
Shankdi Sheri, Manekchowk, Ahmedabad
Email: compliancerojewels@gmail.com

Date: 18/04/2022

To

The General Manager-Listing

Corporate Relationship Department

The BSE Limited

Phiroz Jeejeebhoy Tower

Dalal Street, Mumbai-400001

Sub: Submission of Notice of Extra Ordinary General Meeting under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

REF: RO JEWELS LIMITED (Scrip Code: 543171)

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of Extra Ordinary General Meeting of the Company to be held on Wednesday 11th May, 2022 at 11:00 A.M. The aforesaid notice is being sent to all eligible shareholders through permitted mode and is also available on the website of the Company at www.rojewels.co.in

This is for your information and records.

Thanking You,

For RO Jewels Limited



Subham Bharatbhai Shah
Managing Director
(DIN: 08300065)



RO JEWELS LIMITED

(CIN: L74999GJ2018PLC105540)

Registered Office: Ground Floor, Hallmark4 Complex, Hari Bhakti Ni Pole, Opp B D

College, Shankdi Sheri, Manekchowk, Ahmedabad- 380001

Email: compliancerojewels@gmail.com

NOTICE

Notice is hereby given that Extra Ordinary General Meeting of the Members of M/s RO Jewels Ltd will be held on Wednesday, 11th May, 2022 at 11:00 AM at the registered office of the company situated at Ground Floor, Hallmark 4 Complex, Hari Bhakti Ni Pole, Opp. B D College, Shankadi Sheri, Manekchowk, Ahmedabad- 380001

SPECIAL BUSINESS:

1. To Issue Bonus Shares

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rule 14 of Companies (Share Capital & Debenture Rules),2014 (including any amendment thereto or reenactment thereof) and subject to the regulations and guidelines issued by Securities and Exchange Board of India(SEBI) including SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 (as amended from time to time) and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize sum not exceeding Rs. 7,25,72,130/- (Rupees Seven Crore Twenty Five lakh Seventy Two Thousand One Thirty only) out of Free Reserves and the Securities Premium Account of the company and transfer to Share Capital Account towards issuance and allotment of fully paid equity of Rs. 10/- (Rupees Ten Only) each as Bonus Shares credited as fully paid up to the members of the Company holding Equity shares of Rs. 10/-(Rupees Ten Only) each whose names stand in Register of members of the Company as on the Record Date as the Board of Directors may determine, in that behalf in the proportion of 82(Eighty Two) new Fully Paid up Equity Shares of Rs. 10/-(Rupees Ten Only) each for every 32(Thirty Two) existing Equity Shares of Rs. 10/-(Rupees Ten Only) each (fractional entitlements of Bonus shares shall be rounded off to one) held as on the record date and that the bonus shares so issued and allotted, be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income. “

“RESOLVED FURTHER THAT the Bonus Equity shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank Pari passu with the existing Equity shares. No Letters of allotment shall be issued for the Bonus shares.”

“RESOLVED FURTHER THAT the Share Certificates in respect of the New Equity Shares will be issued and dispatched to the shareholders who holds the existing Equity Shares in physical form and the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing Equity Shares in electronic form, within the period prescribed.”

“RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCB) and other foreign investors of the Company shall be subject

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to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.”

“RESOLVED FUTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the new Equity Shares and its decision shall be final and binding.

Place: Ahmedabad

Date: 16-04-2022

By Order of the Board of Directors

For RO Jewels Limited

Registered Office:

**Ground Floor, Hallmark4 Complex,
Hari Bhakti Ni Pole, Opp B D College,
Shankadi Sheri, Manekchowk,
Ahmedabad- 380001**

S/d

Shuham Bharatbhai Shah

Managing Director

(DIN: 08300065)

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY OR PROXIES TO ATTEND AND, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER SHAREHOLDER. The instrument of Proxy in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of Board Resolution/ Authorisation document authorising their representative to attend and vote on their behalf at the EGM.

3. The Statement pursuant to section 102(1) of the Companies act, 2013, which sets out details relating to the special business to be transacted at the Meeting, is annexed hereto.

4. The Register of Members and Share Transfer Books will remain closed from 5th May, 2022 to 11th May, 2022 (both days inclusive) for the purpose of Extra Ordinary General Meeting (EGM).

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.

6. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.

7. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation in nomination in the prescribed Form SH-14 with the Company's RTA. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

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9. The members are requested to intimate to the Company, queries, if any, at least 10 days before the date of the meeting to enable the management to keep the required information available at the meeting.

10. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, KFIN TECHNOLOGIES LIMITED for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

11. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a "Green Initiative in Corporate Governance" and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication. The Annual Report of the company will also be available on the Company's website www.rojewels.co.in

12. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.

13. The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 is not mandatory to provide remote e-voting facility to its member.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.-1

The Board of Directors at their meeting held on April, 16 2022, recommended issue of bonus shares in proportion of 82(Eighty Two) share for every 32 (Thirty Two) existing equity shares held by the members on a record date to be herein after fixed by the board of directors, by capitalizing sum not exceeding Rs. 7,25,72,130/- (Rupees Seven Crore Twenty Five lakh Seventy Two Thousand One Thirty only) out of Free Reserves and the Securities Premium Account of the company. Pursuant to the provisions of Articles of Association of the Company and in terms of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the capitalization of reserves and bonus issue thereof require approval of the members in general meeting. Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed under the companies act, 2013, in connection with bonus issue. Accordingly, the resolution seeks the approval of the members for capitalizing the sum out of Free Reserves and the Securities Premium Account and issue of bonus shares out of the same on the terms and conditions set out in the resolution.

The Board recommends the resolution for approval of shareholders. The Directors of the Company may be deemed to be concerned or interested in this item of business to the extent of their shareholdings in the company or to the extent of securities that may be allotted to them as Bonus Shares. Save as aforesaid, none of directors of the company is in any way concerned or interested in this item of business.

Place: Ahmedabad

Date: 16-04-2022

By Order of the Board of Directors

For RO Jewels Limited

Registered Office:

**Ground Floor, Hallmark4 Complex,
Hari Bhakti Ni Pole, Opp B D College,
Shankadi Sheri, Manekchowk,
Ahmedabad- 380001**

S/d

Shuham Bharatbhai Shah

Managing Director

(DIN: 08300065)

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extra Ordinary General Meeting on Wednesday, May 11, 2022

Full Name of the members attending _____
(In block capitals)

Ledger Folio. No. /Client Id No. _____

No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of RO Jewels Limited held at Ground Floor, Hallmark4 Complex, Hari Bhakti Ni Pole, Opp. B D College, Shankadi Sheri, Manekchowk, Ahmedabad- 380001 11:00 A.M. on Wednesday 11th May, 2022 .

Member's / Proxy's Signature

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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Form No. MGT-11

Proxy Form [Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L74999GJ2018PLC105540

Name of the Company: RO Jewels Limited

Registered Office: Ground Floor, Hallmark4 Complex, Hari bhakti ni pole, Opp. B D College, Shankadi Sheri, Manekchowk, Ahmedabad- 380001

Name of the member (s) :

Registered Address:

Email Id :

Folio No. / Client Id:

DP ID:

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

Email Id: _____

Signature _____ or failing him

2. Name: _____

Address: _____

Email Id: _____

Signature _____ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday, 11th May, 2022 at 11:00 A.M at the registered office of the Company situated at Ground floor, Hallmark4, Hari bhakti NI Pole, Opp. B D College, Shankadi Sheri, Manekchowk, Ahmedabad- 380001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Voting For/Against
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1. Ordinary Resolution	To Issue Bonus Shares	
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Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.

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ROUTE MAP TO THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING

Ground Floor, Hallmark4 Complex, Hari Bhakti Ni Pole, Opp. B D College, Shankadi Sheri, Manekchowk, Ahmedabad

