

RO JEWELS LIMITED

3rd Floor, 402, 403, Aabhushan Complex, Pithinu Dehlu, M G Haveli Road,
Manekchowk, Ahmedabad- 380001, Gujarat, India.

CIN:U74999GJ2018PLC105540

Email- compliancerojewels@gmail.com

Phone No.: 07922144429

Website: <http://rojewels.co.in>

To,
The General Manager-Listing
Corporate Relations Department
BSE LIMITED
PJ Towers, 25th floor, Dalal Street,
Mumbai -400 001

Date: 07-09-2021

Sub: Submission of Notice of Annual General Meeting under Regulation 30 of the SEBI (Listing
Obligation and Disclosure Requirements) Regulation, 2015.

Ref: RO Jewels Limited (Script Code – 543171)

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of Annual General Meeting of the Company to be held on Thursday, September 30, 2021 at 11:30 A.M. at the registered office of the company. 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.

For, RO Jewels Limited



Shubham Bharatbhai Shah
Managing Director
(DIN: 08300065)

RO JEWELS LIMITED

3rd Floor, 402, 403, Aabhushan Complex, Pithinu Dehlu, M G Haveli Road,
Manekchowk, Ahmedabad- 380001, Gujarat, India.

CIN: U74999GJ2018PLC105540

Phone No.: 07922144429

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Website: <http://rojewels.co.in>

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NOTICE is hereby given that the 3rd **ANNUAL GENERAL MEETING** of the members of **RO JEWELS LIMITED** (“the Company”) will be held as scheduled below:

Date : 30th day of September, 2021

Day : Thursday

Time : 11:30 A.M.

Place : At registered office of the Company situated at 3rd Floor, 402, 403, Aabhushan Complex, Pithinu Dehlu, M G Haveli Road, Manekchowk, Ahmedabad-380001, Gujarat, India.

To transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt Audited Financial Statements including Balance sheet as at March 31, 2021 and the statement of profit and loss for the Financial Year ended on that date along with Directors’ and Auditors’ Report thereon.
2. To Appoint a Director in place of **Mr. Bharat Rasiklal Shah (DIN: 08300063)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To Appoint a Director in place of **Mrs. Pravinaben Bharatbhai Shah (DIN: 08300064)**, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.
4. Re-appointment of Statutory Auditors of the Company
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Bhagat & Co., Chartered Accountants (Firm Registration No. 127250W), be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for second term of 5 (five) years from the conclusion this Annual General Meeting till the conclusion of Annual General Meeting for the financial year 2025-26 on such terms and conditions as may be decided by the Board in consultation with the Auditors.

SPECIAL BUSINESS:

5. Appointment of Mukeshkumar Sevantilal Surani (DIN: 08923471) as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152 & 161 of the Companies Act, 2013 (“Act”) and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mukeshkumar Sevantilal Surani [DIN:08953471], who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 24, 2021 in terms of Section 161 (1) of the Act, who holds office up to the date of this Annual General Meeting of the Company be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

6. Appointment of Mrs. Rina Mukesh Surani (DIN: 09155363) as Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152 & 161 of the Companies Act, 2013 (“Act”) and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Rina Mukesh Surani (DIN: 09155363), who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 24, 2021 in terms of Section 161 (1) of the Act, who holds office up to the date of this Annual General Meeting of the Company be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

7. Appointment of Mr. Taresh Limbacheya (DIN:08751237) as Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 & 161 of the Companies Act, 2013 (“Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Taresh Limbacheya (DIN:08751237], who has been appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and remuneration Committee with effect from February 23, 2021 in terms of Section 161 (1) of the Act and articles of association of Company who has submitted a declaration under Section 149(7) of the Act and Regulation 25 of the Listing Regulations that he meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years upto February 22, 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution.”

8. To Increase Authorised Share Capital of the company

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

“RESOLVED THAT pursuant to the provisions of sections 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, the consent of the company be and is hereby accorded to increase the Authorised Share capital of the company from existing 2,85,00,000/- (Rupees Two Crore Eighty Five Lakh only) divided into 28,50,000 (Twenty Lakh Fifty Thousand) equity shares of Rs.10 each to 10,10,00,000 (Rupees Ten Crore Ten Lakh only) divided into 1,01,00,000 (One Crore One Lakh) equity shares of Rs. 10 each by creation of additional 72,50,000 (Seventy Two Lakh Fifty Thousand) equity shares of Rs.10/- each ranking pari passu in all respect with the existing equity shares of the company.”

“RESOLVED FURTHER THAT any director of the company be and is hereby authorized to sign and file require e-forms and other documents and to do all such acts, deeds, matters, and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution.”

9. Alteration in the Capital Clause of Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of section 13 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder, the consent of the members of the company be and is hereby accorded for substituting clause V of the Memorandum of Association of the company with the following clause:

"V. The Authorised share capital of the company is Rs. 10,10,00,000 (Rupees Ten Crore Ten Lakh Only) divide into 1,01,00,000 equity shares of Rs.10/- each."

"RESOLVED FURTHER THAT any director of the company, be and is hereby authorized to sign and file various e-forms and other documents and to do all such acts, deeds, matters, and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution."

10. 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 re-enactment 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. 7,25,00,000/- (Rupees Seven Crore Twenty Five lakh 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 100(One Hundred) new Fully Paid up Equity Shares of Rs. 10/-(Rupees Ten Only) each for every 39(Thirty Nine) 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 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 FURTHER 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: September 07, 2021

By Order of the Board Of Directors
Ro Jewels Limited

Registered Office:

3rd Floor, 402, 403, Aabhushan Complex,
Pithinu Dehlu, M G Haveli Road,
Manekchowk, Ahmedabad-380001,
Gujarat, India.

Sd/-
Shubham B Shah
Managing Director
(DIN No. 08300065)

Sd/-
Bharat R. Shah
Director
(DIN No. 08300063)

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 AGM.
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 24th September, 2021 to 30th September, 2021 (both days inclusive) for the purpose of Annual General Meeting (AGM).**
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.
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 PRIVATE 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.

14. **BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT/ REAPPOINTMENT AT ANNUAL GENERAL MEETING**

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

Particulars	Mr. Bharat Shah	Mrs. Pravinaben Shah	Mr. Taresh Limbachiya	Mr. Mukeshkumar Surani	Mrs. Rina Surani
DIN	08300063	08300064	08751237	08923471	09155363
Date of birth	24/03/1966	26/09/1972	24/08/1983	04/08/1970	11/07/1971
Date of Appointment	11/12/2018	11/12/2018	23/02/2021	24/04/2021	24/04/2021
Qualification	HSC Passed	SSC Passed	SSC Passed	HSC Passed	Graduation

Brief profile and Nature of expertise	He is looking after the marketing and accounts department of our Company. He is also responsible in strengthening the sales and marketing strategy of our company	She is the Promoter and Non-Executive Director of our Company. She has done her matriculation. She brings value addition to our Company.	He is Non-executive independent director of the Company. He has vast pool of knowledge in the Jewellery industry.	He is Executive director of the Company and handles Management of the operations of the company.	She is Executive director of the company and looks after the day to day activities of the company and welfare of employees of the company.
Category of Director	Whole time Director	Non-Executive Non-independent Director	Non- Executive Independent Director	Executive Director	Executive Director
Relationship with other directors, managers & KMP	Father of Managing Director and husband of Mrs. Pravinaben Shah	Mother of MD and Wife of Mr. Bharat Shah	Not related	Husband of Mrs. Rina Surani	Wife of Mr. Mukesh Surani
Current Remuneration	-	-	-	-	-
Terms& Conditions of Appointment/re-appointment	He shall continue to be subject to terms and conditions of his appointment as Executive Director.	she shall continue to be subject to terms and conditions of her appointment as Non-executive Non-independent Director.	As an Independent Director, he shall continue to be subject to terms and conditions of appointment of Independent Directors of the Company	He shall continue to be subject to terms and conditions of his appointment as Executive Director.	She shall continue to be subject to terms and conditions of Her appointment as Executive Director.
Directorship in other Companies / LLPs	Nil	Nil	Directorship In -Ellise Bullion Private Limited	KHUSHALI GOLD LLP	Nil

Committee Membership/Chairmanship	None	Ro Jewels Limited-Nomination and Remuneration Committee, Sexual harassment Committee.	Ro Jewels Limited-Audit Committee, Nomination and Remuneration Committee, Stakeholder relationship Committee, Sexual harassment Committee.	Ro Jewels Limited-Audit Committee	None
Number of Board Meetings attended during the financial year 2020-2021.	6/6	6/6	1/1	0/0	0/0

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

Item Number 5.

Mr. Mukeshkumar Sevantilal Surani [DIN: 08953471] was appointed as an Additional Director under the category of Executive Director of the Company w.e.f. April 24, 2021. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Mukeshkumar Sevantilal Surani holds office of the Director till the conclusion of ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularizing the appointment of Mr. Mukeshkumar Sevantilal Surani as Director of the Company. The Board recommends the resolution set forth in Item no.5 for the approval of the members.

Item Number 6.

Mrs. Rina Mukesh Surani (DIN: 09155363) was appointed as an Additional Director under the category of Executive Director of the Company w.e.f. April 24, 2021. As per the provisions of Section 161 of the Companies Act, 2013, Mrs. Rina Mukesh Surani holds office of the Director till the conclusion of ensuing Annual General Meeting. Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularizing the appointment of Mr. Mrs. Rina Mukesh Surani as Director of the Company. The Board recommends the resolution set forth in Item no.6 for the approval of the members

Item Number 7

Mr. Taresh Limbacheya (DIN: 08751237) was appointed as an Additional Director under the category of Non-Executive Independent Director of the Company w.e.f. February 23, 2021. As per the provisions of Section 161 of the Companies Act, 2013, Mr. Taresh Limbacheya holds office up to the date of ensuing Annual General Meeting. Due notice under Section 160 of the Companies Act, 2013 has been received to propose him as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Taresh Limbacheya, he fulfils the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Taresh Limbacheya does not hold any equity share of the Company. The period of office of Mr. Taresh Limbacheya shall not be liable to determination by retirement of Directors by rotation. Brief profile Mr. Taresh Limbacheya in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice Mr. Taresh Limbacheya is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board recommends passing of the resolution as set out in Item No. 7 of this Notice. None of the Director of the Company except Mr. Taresh Limbacheya is concerned or interested in this resolution.

Item Number 8 & 9

As per item Number 10 of the Notice, the Company proposes to issue Bonus Equity Shares to existing Equity Shareholders of the company. To enable the Company to issue Bonus shares, it is proposed to increase the existing Authorized Share Capital of the Company Rs. 2,85,00,000/- (Rupees Two Crore Eighty Five Lakh only) to Rs. 10,10,00,000 (Rupees Ten Crore Ten Lakh only) as per the resolution. The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

The present authorized capital (2,85,00,000/-,Rupees Two Crore Eighty Five Lakh only) of the Company is insufficient for further issue of bonus shares by the Company. Therefore, it became necessary for the Company to increase the authorized share capital of the Company.

Pursuant to section 61 and 13 of the Companies Act, 2013, the Company cannot increase its Authorized Share Capital without the consent of the members of the Company.

Therefore, it is proposed to obtain the consent of the members to increase its Authorised Share Capital.

None of the Directors or Key Managerial Personnel of the Company and their relatives is in any way concerned or interested in the resolution.

Item Number 10

The Board of Directors at their meeting held on June 30, 2021, recommended issue of bonus shares in proportion of 100(One Hundred) share for every 39 (Thirty Nine) 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. 7,25,00,000/- (Rupees Seven Crore Twenty Five lakh 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: September 07, 2021

By Order of the Board Of Directors
Ro Jewels Limited

Registered Office:
3rd Floor, 402, 403, Aabhushan Complex,
Pithinu Dehlu, M G Haveli Road,
Manekchowk, Ahmedabad-380001,
Gujarat, India.

Sd/-
Shubham B Shah
Managing Director
(DIN No. 08300065)

Sd/-
Bharat R. Shah
Director
(DIN No. 08300063)

ATTENDANCE SLIP

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

3rd Annual General Meeting on Thursday, September 30, 2021

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 3rd Annual General Meeting of RO Jewels Limited held at 3rd Floor, 402, 403, Aabhushan Complex, Pithinu Dehlu, M G Haveli Road, Manekchowk, Ahmedabad-380001, Gujarat, India at 11:30 A.M. on Thursday, September 30, 2021.

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.

**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: U74999GJ2018PLC105540
Name of the Company: RO Jewels Limited
Registered Office: 3rd Floor, 402, 403, Aabhushan Complex, Pithinu Dehlu, M G
Haveli Road, Manekchowk, Ahmedabad-380001, Gujarat, India

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 _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Thursday, 30th September, 2021 at 11:30 A.M at the registered office of the Company situated at 3rd Floor, 402, 403, Aabhushan Complex, Pithinu Dehlu, M G Haveli Road, Manekchowk, Ahmedabad-380001, Gujarat, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. and Type	Resolution	Voting
		For/Against
1, Ordinary Resolution	To Receive, Consider and Adopt Audited Financial Statements including Balance sheet as at March 31, 2021 and the statement of profit and loss for the Financial Year ended on that date along with Directors' and Auditors' Report thereon.	
2, Ordinary Resolution	To Appoint a Director in place of Mr. Bharat Rasiklal Shah (DIN: 08300063) , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.	
3, Ordinary Resolution	To Appoint a Director in place of Mrs. Pravinaben Bharatbhai Shah (DIN: 08300064) , who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.	
4, Ordinary Resolution	Re-appointment of Statutory Auditors of the Company.	
5, Ordinary Resolution	Appointment of Mukeshkumar Sevantilal Surani (DIN: 08923471) as Director.	
6, Ordinary Resolution	Appointment of Mrs. Rina Mukesh Surani (DIN: 09155363) as Director.	
7, Ordinary Resolution	Appointment of Mr. Tareh Limbacheya (DIN:08751237) as Independent Director	
8, Ordinary Resolution	To Increase Authorised Share Capital of the company	
9, Ordinary	Alteration in the Capital Clause of Memorandum of	

Resolution	Association	
10, Ordinary Resolution	To Issue Bonus Shares	

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.

ROUTE MAP TO THE VENUE OF THE ANNUAL GENERAL MEETING

3rd Floor, 402, 403, Aabhushan Complex, Pithinu Dehlu, M G Haveli Road, Manekchowk, Ahmedabad-380001, Gujarat, India.

