NOVEL JEWELS LIMITED
CIN: U36996MH2022PLC390282
Registered Office: A-1, Aditya Birla Centre, 1st Floor, S. K. Ahire Marg, Worli,
Mumbai – 400030, Maharashtra
Tel: +91 022-69047600
E-Mail: njl@adityabirla.com Website: www.indriya.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NOVEL JEWELS LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 02, 2026, AT 05:00 P.M AT ADITYA BIRLA CENTRE, S.K. AHIRE MARG, WORLI, MUMBAI 400030 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditor thereon.**

2. **To appoint Mr. Dilip Gaur (DIN- 02071393), who retires by rotation as Director and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. **To borrow funds in excess of the limits provided under section 180(1)(c) of the Companies Act, 2013.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the third Annual General Meeting held on August 18, 2025 and pursuant to the provisions of Section 179, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board, if any), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Body Corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company, free reserves and securities premium, if any, provided that the total amount borrowed/to be borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and outstanding at any time shall not exceed **INR 6,500 Crores** (Indian Rupees Six Thousand Five Hundred Crores) that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit;

RESOLVED FURTHER THAT any Director of the Company or Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to execute all such documents, instruments and writings as may be required and to do all such acts, deeds, things as may be required for bringing the above resolution into force and to file and certify requisite forms, documents, applications with Statutory Authorities."

4. To mortgage / create charge on the assets of the Company as a security towards borrowings

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in supersession of the special resolution passed by the Members of the Company at the third Annual General Meeting held on August 18, 2025 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) for creation of charge / mortgage / pledge / hypothecation in addition to existing charge / mortgage / pledge / hypothecation / not exceeding the overall limit of **INR 6,500 Crores** (Indian Rupees Six Thousand Five Hundred Crores) in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties, tangible or intangible assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, as the case may be in favor of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed/to be availed by the Company by way of loan(s) (in foreign currency and/ or rupee currency) and securities (comprising fully/partly convertible debentures and/or non-convertible debentures with or without detachable or nondetachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments), issued / to be issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration/fees of the Agent(s)/ Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans/borrowings/debentures/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/Agency(ies),etc.;

RESOLVED FURTHER THAT any Director of the Company or Key Managerial Personnel (KMP) of the Company be and is hereby severally authorized to execute all such documents, instruments and writings as may be required and to do all such acts, deeds, things as may be required for bringing the above resolution into force and to file and certify requisite forms, documents, applications with Statutory Authorities."

By order of the Board of Directors
For **NOVEL JEWELS LIMITED**

Sd/-
Anoop Jagetia
Company Secretary
FCS No. 12617

Date: August 03, 2026

Place: Mumbai

Registered office:
A-1, Aditya Birla Centre, 1st Floor, S. K. Ahire Marg,
Worli, Mumbai – 400030, Maharashtra,
CIN: U36996MH2022PLC390282
Tel: +91 022-69047600
E-Mail: njl@adityabirla.com Website: www.indriya.com

NOTES: -

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.

2. **A member entitled to attend and vote at the fourth AGM is entitled to appoint a proxy or proxies to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should be deposited at the registered office of the Company or can send an email to njl@adityabirla.com duly completed signed and stamped, not less than 48 (Forty-Eight) hours before the commencement of AGM.**

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy who shall not act as a proxy for any other person or member. The proxy holder shall prove his identity at the time of attending the Meeting.

3. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.

4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company, the Authorization Letter along with a certified copy of the Board Resolution authorizing their representative to attend and vote there at, on their behalf at the Meeting. The scan copy of Authorization Letter along with Board Resolution shall be sent through e-mail from their registered e-mail id to njl@adityabirla.com.

5. In terms of the provisions of Section 152 of the Act, Mr. Dilip Gaur, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

   Mr. Dilip Gaur is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his reappointment. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.

6. Details of Directors retiring by rotation/ seeking re-appointment at the ensuing Meeting are provided in the "**Annexure A**" to the Notice.

7. Notice convening the AGM is being sent only through electronic mode i.e. by e-mail to all the Members and others who are entitled to receive such Notice, to their e-mail addresses registered with the Registrar and Transfer Agent.

8. Members/proxies/ Authorised representatives should bring duly- filled Attendance Slips sent herewith to attend the Meeting.

9. Relevant documents referred to in this Notice are open for inspection by the Members of the Company during 10.00 A.M. to 6.00 P.M. (IST) on all working days at registered office, and at corporate office at One International Centre, unit 1501, 15 floor, Tower 3, Senapati Bapat Marg, Prabhadevi, Dadar, Mumbai, 400013, Maharashtra upto the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.

Members seeking to inspect such documents can send an email to njl@adityabirla.com. Further, the Members seeking any information with regard to any matter to be placed at the Meeting are requested to write to the Company through email at njl@adityabirla.com before the Meeting and response for the same will be provided accordingly.

10. The Chairman of the AGM may conduct a vote on the Resolutions by show of hands unless a demand for poll is made by a member in accordance with the provisions of section 109 of the Act. Where a poll on any item is required, the members shall cast their votes on the resolutions only by sending e-mails to the email id njl@adityabirla.com through their email addresses which are registered with the Registrar and Transfer Agent.

11. Members are requested to register/update their e-mail address with the Company for receiving all communications from the Company electronically.

12. Register of Director(s)/Key Managerial Personnel(s) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the meeting.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3: -

In the third Annual General Meeting held on August 18, 2025, approval of the members of the Company was sought by way of special resolution, to authorize the Board of Directors to borrow money from any one or more banks, financial institution and other person, firms, body corporate for an amount not exceeding INR 5,000 Crores (Indian Rupees Five Thousand Crores).

Considering the Company's present and future fund requirements to expand its business operations, the Company will be required to borrow funds from any one or more banks, financial institutions and other Persons, firms, body corporate,

The Board of Directors in its meeting held on August 03, 2026, has given their approval to increase the existing borrowing limit from INR 5,000 Crores (Indian Rupees Five Thousand Crores) to INR 6,500 (Indian Rupees Six Thousand Five Hundred Crores)

In terms of the provision of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors shall not borrow money in excess of the Company's paid up share capital, free reserves, and securities premium, if any, apart from temporary loans obtained from the Company's bankers in the ordinary course of the business, except with the consent of the Members at the general meeting by way of a special resolution.

It is therefore, proposed to seek the approval of the members to increase the existing borrowing limit from INR 5,000 Crores (Indian Rupees Five Thousand Crores) to INR 6,500 (Indian Rupees Six Thousand Five Hundred Crores)

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.3.

Accordingly, the Board of Directors hereby recommends passing of the said resolution set out at Item no. 3 by the members as Special Resolution.

Item No. 4:-

In the third Annual General Meeting held on August 18, 2025, approval of the members of the Company was sought by way of special resolution for creation of charge/mortgage / pledge/ hypothecation on the properties and assets of the Company, both present and future, in favor of lenders for an amount not exceeding INR 5,000 Crores (Indian Rupees Five Thousand Crores).

For securing the borrowings of the Company, the Board of Directors in its meeting held on August 03, 2026, had given their approval for creation of charge / mortgage / pledge / hypothecation in addition to existing charge / mortgage / pledge / hypothecation on the properties and assets of the Company, both present and future not exceeding the INR 6,500 (Indian Rupees Six Thousand Five Hundred Crores).

Section 180(1)(a) of the Companies Act 2013 deals with the creation of a charge on assets, or sell, lease, or dispose of the Company's undertaking or property. This section requires that certain decisions related to these powers can only be taken with the approval of the members of the Company through a special resolution passed at a general meeting.

It is therefore, proposed to seek the approval of the members for creation of charge/mortgage/pledge/ hypothecation/ on the properties and assets of the Company, both present and future, in favor of lenders for an amount not exceeding INR 6,500 (Indian Rupees Six Thousand Five Hundred Crores).

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

Accordingly, the Board of Directors hereby recommends passing of the said resolution set out at Item no. 4 by the members as Special Resolution.

By order of the Board of Directors
For **NOVEL JEWELS LIMITED**

Sd/-
Anoop Jagetia
Company Secretary
FCS No. 12617

Date: August 03, 2026

Place: Mumbai

Registered office:
A-1, Aditya Birla Centre, 1st Floor, S. K. Ahire Marg,
Worli, Mumbai – 400030, Maharashtra,
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Annexure "A"

Details of Director retiring by rotation/seeking appointment/re-appointment at the Annual General Meeting:

1	**Name of Director**	**Mr. Dilip Gaur**
2	DIN	02071393
3	Age	69
4	Qualifications	Mr. Dilip Gaur is a Chemical Engineer by training and has undergone several National & International programs in Management & Leadership Development including Advanced Management Program at Harvard.
5	Experience (including expertise in specific functional area) / Brief Resume	Mr. Dilip Gaur is currently the Director at Aditya Birla Group. He is also the Chairman of the Aditya Birla Science & Technology Co. Private Limited, Chairman of the Group Business Review Council (Copper & Mining), Director- Novel Jewels Ltd, Director – Cables & Wires and Director – Birla Carbon India Private Limited, Birla Carbon AP Private Limited, Birla Carbon Egypt S.A.E. He has been a part of the Aditya Birla Group for the last 17 years. Mr. Gaur is on the Board of Governors of BITS - (Birla Institute of Technology and Science) and is the Governing Council Member of BITSoM (BITS School of Management). Prior to this current assignment, he was the Managing Director of $14 billion Grasim Industries Limited & Business Director of Pulp & Fibre Business spanning over 7 Countries across the World. Earlier he has done stints with Ultra Tech Cement Ltd. as Deputy Managing Director, with Hindalco as Head of Global Copper Business, with Birla Carbon as Managing Director of the Egyptian business and as President & Country Head of Group's Edible Oil & Oleo Chemicals business in Malaysia/Philippines. Mr. Dilip Gaur joined Aditya Birla Group in 2004 after spending 24 years at Unilever India in Foods, Home & Personal Care and Specialty Chemicals Business and was a member of the Foods Management Committee. He has spent a significant part of his professional career in Managing Transformational changes and turning around fledgling businesses across geographies. He is passionate about sustainability & climate control issues and has been personally championing this in his business & Industry at large. Mr. Dilip Gaur is also the Former Chairman of Confederation of Indian Industry (CII)'s National Committee on Textiles & Apparel, a member of ASEAN-India Business Council, Indonesia-India CEO's forum and Indo-Japan CEOs forum.

6	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	Non-Executive Director, liable to retire by rotation. **Details of remuneration sought to be paid, and the remuneration last drawn: -** NIL
7	Date of first appointment on the Board	The Board of Directors vide circular resolution dated February 20, 2024, approved the appointment of Mr. Dilip Gaur as Non – Executive Director of the Company, liable to retire by rotation with effect from March 01, 2024.
8	Shareholding in the Company as on March 31, 2026	Nil
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
10	The number of Meetings of the Board attended during the year	6 out of 7
11	Directorship(s) of other Boards as on March 31, 2026	a) Birla Carbon Ap Private Limited b) Birla Smart Connect Limited c) Kriti Nutrients Limited d) Aditya Birla Science and Technology Company Private Limited e) Birla Carbon India Private Limited
12	Membership(s)/Chairmanship(s) of Committees of other Boards as on March 31, 2026.	**Nomination and Remuneration Committee- Member** - Kriti Nutrients Limited **Stakeholders Relationship Committee – Member** - Kriti Nutrients Limited **Corporate Social Responsibility – Member** - Birla Carbon India Private limited

By order of the Board of Directors
For **NOVEL JEWELS LIMITED**

Sd/-
Anoop Jagetia
Company Secretary
FCS No. 12617

Date: August 03, 2026

Place: Mumbai

Registered office:
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Worli, Mumbai – 400030, Maharashtra,
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Attendance slip

Folio No: __________DP ID No. __________ Client ID No _______________

Name of First named Member/Proxy/Authorised Representative___________________________________

Name of Joint Member(s), if any: ____

No. of Shares held: ____

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the Fourth Annual General Meeting of the Company held on Wednesday, September 02, 2026, at 05:00 P.M at Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai – 400 030.

Signature of First holder/Proxy/Authorised Representative:

Signature of 1st Joint holder:

Signature of 2nd Joint holder:

NOTES:

1) Members wishing to attend the meeting are requested to bring/email the attendance slip and hand it over at the entrance of the meeting place/ before the proceedings of the Meeting.

2) Only shareholders of the Company or Authorised Representative or their Proxy will be allowed to attend the Meeting.

NOVEL JEWELS LIMITED

CIN: U36996MH2022PLC390282

Registered Office: A-1, Aditya Birla Centre, 1st Floor, S. K. Ahire Marg, Worli, Mumbai – 400030, Maharashtra

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Proxy form MGT- 11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U36996MH2022PLC390282
Name of the Company:	Novel Jewels Limited
Registered Office:	A-1, Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai – 400030, India
Name of the member (s):	
Registered address:	
E-mail Id:	
Folio No. / DP Id & Client ID:	

I/We, being the member(s) of………………………………………. shares of the above-named Company, hereby appoint:

1. ____________of ________having e-mail id ____________or failing him/her
2. ____________of ________having e-mail id ____________or failing him/her
3. ____________of ________having e-mail id ____________or failing him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the fourth Annual General Meeting of the Company, to be held on Wednesday, September 02, 2026, at 05:00 p.m. at Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai – 400030, India and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2026, and the reports of the Board of Directors and Auditor thereon.

2. To appoint Mr. Dilip Gaur (DIN- 02071393), who retires by rotation as Director and being eligible, offers himself for re-appointment.

3. To borrow funds in excess of the limits provided under section 180(1)(c) of the Companies Act, 2013.

4. To mortgage / create charge on the assets of the Company as a security towards borrowings

Signed this ___ day of ____________2026.

Signature of shareholder:

Signature of Proxy holder(s)

Affix Revenue Stamp

1. _________________________________

2._________________________________

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 AGM VENUE AT ADITYA BIRLA CENTRE, S.K. AHIRE MARG, WORLI, MUMBAI 400 030