



## NOTICE

Notice is hereby given that an Extra Ordinary General Meeting (EGM) (EGM/02/2025-26) of the Members of Novel Jewels Limited ("the Company") will be held at a shorter notice on Friday, October 03, 2025 at 11.30 A.M at Turquoise-B4 Meeting Room, Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai- 400 030 to transact the following special business:

### **SPECIAL BUSINESS:**

**Item No 01: To consider and approve the limits to give loans/guarantees or provide security in connection with loans made to any person(s) or body corporate or acquire by way of subscription, purchase or otherwise the securities of any other body corporate in excess of the limits prescribed in Section 186 of the Companies Act, 2013.**

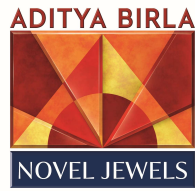
To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the special resolution passed by the Shareholders of the Company at the Extra Ordinary General Meeting (EGM/02/2025-26) held on April 24, 2025 and to the provisions of section 186 and any other applicable provisions of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) and re-enactment(s) thereof for the time being in force, subject to the terms of Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board, if any) for (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate as it may in its absolute discretion deem beneficial and in the interest of the Company whether in India or outside India, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided if any to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, in excess of 60% of aggregate paid up capital, free reserves and securities premium account if any or 100% of free reserves and securities premium account if any whichever is higher not exceeding **INR. 2500 Crores** (Indian Rupees Two Thousand Five Hundred Crores) at any given date.

**RESOLVED FURTHER THAT** the Board or any Committee/Person(s) authorised by the Board, be and are hereby authorised to negotiate and finalise the terms and conditions of the aforesaid investments, loan(s) guarantee(s) and security(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to give effect to the resolution or to settle any questions, difficulties or doubts that may arise in this connection, without being required to seek any further clarification, consent or approval of the members of the company."

**Novel Jewels Limited**

**Regd. Office:** A-1, Aditya Birla Centre 1st Floor, S.K. Ahire Marg, Worli, Mumbai, 400030  
**CIN:** U36996MH2022PLC390282 | **T:** 91 022-69047600 | **E:** [njil@adityabirla.com](mailto:njl@adityabirla.com). Website:  
<https://www.indriya.com/>



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

**Sd/-**

**Bhanupriya Rao**  
**Company Secretary**  
**Membership No. F8061**

**Date: October 01, 2025**

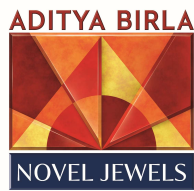
**Place: Mumbai**

**Registered Office:**

A-1, Aditya Birla Centre,  
1<sup>st</sup> Floor, S.K. Ahire Marg, Worli,  
Mumbai – 400 030

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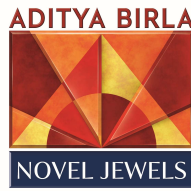


**NOTES: -**

1. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed herewith.
2. A member entitled to attend and vote at a meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The proxies in order to be effective should be deposited at the registered office of the company before the commencement of the meeting.
3. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names in the Register of Members of the Company will be entitled to vote.
4. Pursuant to provisions of Section 105 of the Companies Act, 2013, 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. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
5. All documents referred to in the accompanying Notice and the Explanatory Statement in respect of Special Business which are to be kept open for inspection by the Members of the Company shall be available for inspection during 10.00 A.M. to 6.00 P.M. (IST) on all working days at registered office of the company, till the completion of the ensuing EGM. Members seeking to inspect such documents can send an email to [NJL@adityabirla.com](mailto:NJL@adityabirla.com). Further, the Members seeking any information with regard to any matter as placed in the EGM are requested to write to [NJL@adityabirla.com](mailto:NJL@adityabirla.com) before the EGM and response for the same will be provided accordingly.
6. Corporate members intending to send their authorized representative 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 EGM. The scan copy of Authorization Letter along with Board Resolution shall be sent by e-mail from their registered e-mail id to [NJL@adityabirla.com](mailto:NJL@adityabirla.com).
7. Notice convening the EGM 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 RTA.
8. Members are required to email their admission slip before the EGM to the email id – [NJL@adityabirla.com](mailto:NJL@adityabirla.com)
9. The Chairman of the EGM 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](mailto:NJL@adityabirla.com) through their email addresses which are registered with the RTA.
10. In case of joint holders, attending the meeting, only such joint holder who is higher/ first in the order of names, will be entitled to vote at the Meeting.
11. Route map of venue of the EGM is annexed at the bottom of this notice.
12. Register of Director(s) /Key Managerial Personnel(s) and their shareholding, Register of Contracts in which Directors are interested, will be available for inspection by the Members at the Meeting.

**Novel Jewels Limited**

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

### **Item No 01:**

In the Extra Ordinary General Meeting held on April 24, 2025, the members of the Company had accorded its approval for giving a loan, guarantee, provide security loans and making investments as per Section 186 of the Companies Act, 2013 for an amount not exceeding INR 750 Crores (Indian Rupees Seven Hundred and Fifty Crores).

In order to make optimum use of funds available and considering the long-term business plans of the Company, which may require the Company to make loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time. The Company may deploy surplus funds temporarily by giving loan/deposits / investments and issue guarantees / securities to any persons or bodies corporate, from time to time till such funds are optimally utilized for financing business growth plans and working capital requirements.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution.

Accordingly, it is proposed, to make additional investments, give loans, guarantees or provide securities by the Company, from time to time, in future, not exceeding a sum of INR 2500 Crores (Indian Rupees Two Thousand Five Hundred Crores) at any given date.

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. 1.

Accordingly, the Board of Directors hereby recommends passing the said resolution set out at Item no. 1 by the members as Special Resolution.

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

Sd/-

**Bhanupriya Rao**  
**Company Secretary**  
**Membership No. F8061**

**Date: October 01, 2025**

**Place: Mumbai**

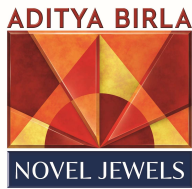
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**Proxy form- MGT- 11**

[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	
No. of Shares	

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 signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at this EGM of the Company to be held on Friday, October 03, 2025, at 11.30 a.m. at its registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
a) To consider and approve the limits to give loans, guarantees or provide security and making investment to any person(s) or body corporate in excess of the prescribed limits under the provisions of section 186 of the Companies Act, 2013.		

Signed this \_\_\_ day of \_\_\_\_\_ 2025.                      Signature of shareholder

Signatures of proxy holders

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

**Novel Jewels Limited**

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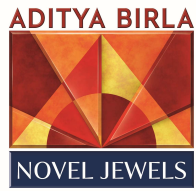


**Notes:**

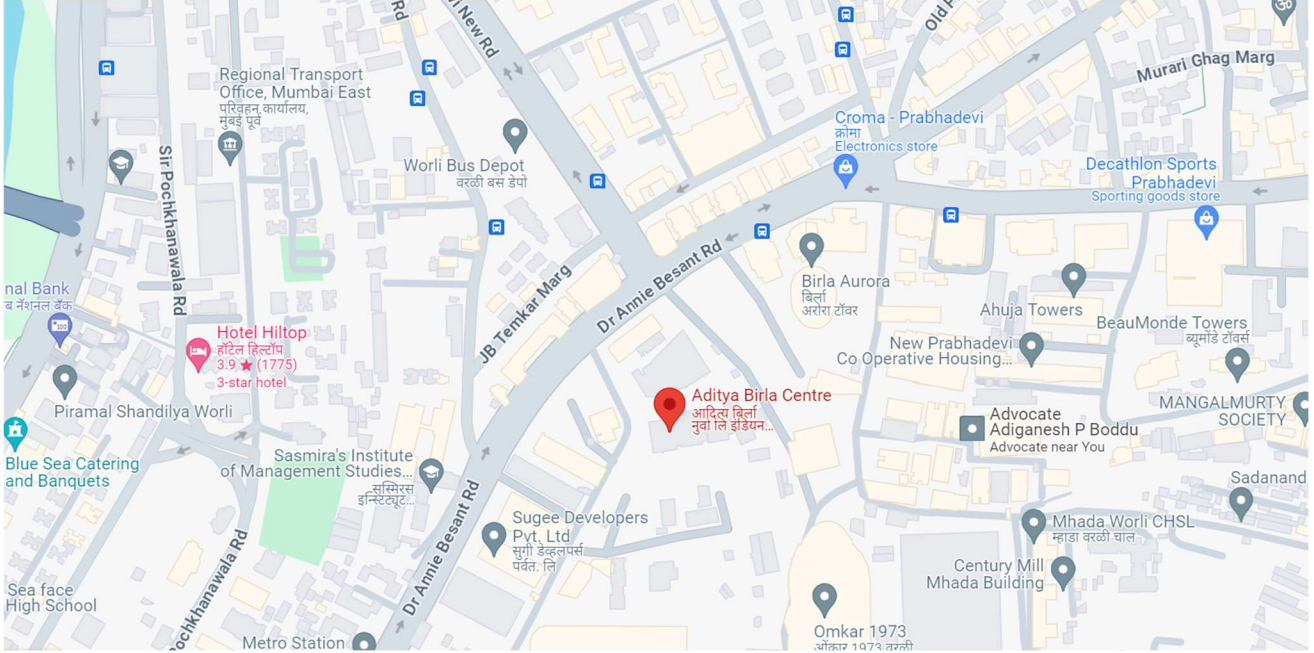
1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company before the time of the meeting.
2. A proxy need not be a member of the Company.
3. This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

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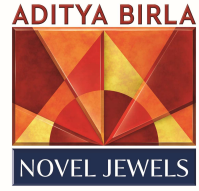


**ROUTE MAP TO THE EGM VENUE AT A-1, ADITYA BIRLA CENTRE, S.K. AHIRE MARG, WORLI, MUMBAI 400 030**



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