



## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE THIRD ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF NOVEL JEWELS LIMITED ("THE COMPANY") WILL BE HELD ON MONDAY, AUGUST 18, 2025, AT 04.00 p.m AT A-1, ADITYA BIRLA CENTRE, 1ST FLOOR, S.K. AHIRE MARG, WORLI, MUMBAI 400 030 TO TRANSACT THE FOLLOWING BUSINESSES:**

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### ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2025, and Reports of the Directors' and Auditor thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**.
2. To appoint a director in place of Mr. Ashish Dikshit (DIN- 01842066), who retires from office by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

### SPECIAL BUSINESS:

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

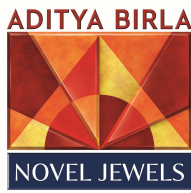
To consider and, if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in supersession of the special resolution passed by the Shareholders of the Company at the Extra Ordinary General Meeting held on April 24, 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, Bodies 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 (that is to say reserves not set apart for any specific purpose), 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 5,000 Crores** (Indian Rupees Five Thousand 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 one Directors 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."

Novel Jewels Limited

Regd. Office: A-1, Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai – 400030, India  
CIN: U36996MH2022PLC390282 | T: 91 22 6652 5000 | njl@adityabirla.com



#### **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 Shareholders of the Company at the Extra Ordinary General Meeting held on April 24, 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 5,000 Crores** (Indian Rupees Five Thousand 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 favour 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 one Directors 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**

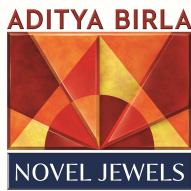
Sd/-

\_\_\_\_\_  
**Gaurav Siddhapura**  
**Company Secretary**  
**Membership No. A32236**

**Date: June 30, 2025**  
**Place: Mumbai**

**Novel Jewels Limited**

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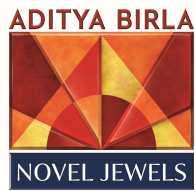


**NOTES: -**

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 the 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 instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with rule made thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representative to attend the Meeting are requested to send to the Company, the Authorisation Letter along with a certified copy of the Board Resolution authorising their representative to attend and vote there at, on their behalf at the AGM. The scan copy of Authorisation Letter along with Board Resolution can be sent through e-mail to [gaurav.siddhapura@adityabirla.com](mailto:gaurav.siddhapura@adityabirla.com).
5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
6. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Meeting are provided in the "Annexure A" to the Statement pursuant to the provisions of Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
7. Relevant documents referred to in the Notice and Statement are to kept open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting. Members seeking to inspect such documents can send an email to [gaurav.siddhapura@adityabirla.com](mailto:gaurav.siddhapura@adityabirla.com). Further, the Members seeking any information with regard to any matter as placed in the AGM are requested to write to [gaurav.siddhapura@adityabirla.com](mailto:gaurav.siddhapura@adityabirla.com) before the AGM and response for the same will be provided accordingly.
8. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s). 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 at the Meeting.
9. In terms of the provisions of Section 152 of the Act, Mr. Ashish Dikshit, (DIN- 01842066) Director, retires by rotation at the Meeting. The Board of Directors of the Company recommend his re-appointment.
10. Mr. Ashish Dikshit, (DIN- 01842066) Director is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. The relatives of Mr. Ashish Dikshit, (DIN- 01842066) Director, may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item No. 2 of the Notice.

Novel Jewels Limited

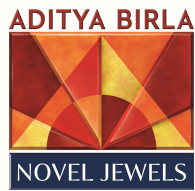
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11. Notice convening the AGM is being sent only through electronic mode i.e. by e-mail to all the Members and others who are entitled to receive such Notice, to their e-mail addresses registered with the RTA.
12. The Chairman of the AGM may conduct 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 [gaurav.siddhapura@adityabirla.com](mailto:gaurav.siddhapura@adityabirla.com) through their email addresses which are registered with the RTA.
13. 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.

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

### **Item No. 3: -**

In the Extra Ordinary General Meeting held on April 24, 2025, approval of the members of the Company was sought by way of special resolution, to authorise 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 3,750 Crores (Indian Rupees Three Thousand Seven Hundred and Fifty 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, Bodies Corporate,

The Board of Directors in its meeting held on June 30, 2025, has given their approval to increase the existing borrowing limit from INR 3,750 Crores (Indian Rupees Three Thousand Seven Hundred and Fifty Crores) to INR 5,000 (Indian Rupees Five Thousand Crores)

In terms of the 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.

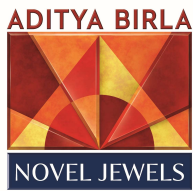
It is therefore, proposed to seek the approval of the members to increase the existing borrowing limit from INR 3,750 (Indian Rupees Three Thousand Seven Hundred and Fifty Crores) to INR 5,000 (Indian Rupees Five Thousand Crores)

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.

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**Item No. 4:-**

In the Extra Ordinary General Meeting held on April 24, 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 favour of lenders for an amount not exceeding INR 3,750 Crores (Indian Rupees Three Thousand Seven Hundred and Fifty Crores).

For securing the borrowings of the Company, the Board of Directors in its meeting held on June 30, 2025, has 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 5,000 (Indian Rupees Five Thousand 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.

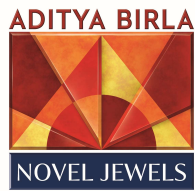
It is therefore, proposed to seek the approval of the members for creation of charge/mortgage / pledge/ hypothecation/ on the properties and assets of the Company, both present and future, in favour of lenders for an amount not exceeding INR 5,000 (Indian Rupees Five Thousand Crores).

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.

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**Annexure "A"**

Information in respect of the Directors seeking appointment / re-appointment at the AGM Pursuant to clause 1.2.5 of Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

1	<b>Name of Director</b>	<b>Ashish Dikshit</b>
2	DIN	01842066
3	Age	55
4	Qualifications	Alumnus of IIT-Madras (Electrical Engineering), IIM-Bangalore (MBA) and Harvard Business School (Advanced Management Program)
5	Experience	<p>a) He has worked in diverse roles across industries and functions over the last 26 years. Started his career at Asian Paints before moving to Madura Fashion and Lifestyle Division of the Company, where he worked in its various functions ranging from Sales, Brand Management, Supply Chain and Sourcing over 15 years. He was appointed President of its Lifestyle Business in 2007 and went on to become its CEO in 2012.</p> <p>b) He served as the Principal Executive Assistant to the Chairman of Aditya Birla Group, where he built strong knowledge across Group's various businesses in multiple industry sectors, ranging from manufacturing businesses such as Metals, Cement, Textiles and Specialty chemicals to consumer businesses such as Telecom, Financial Services and Retail.</p> <p>c) He was honoured with the Outstanding Leader Award in the year 2011 by the Chairman of the Aditya Birla Group.</p> <p>d) He took over as the Managing Director of Aditya Birla Fashion and Retail Limited in February 2018.</p>
6	Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn	Nil
7	Date of first appointment on the Board	September 12, 2022
8	Shareholding in the company	Nil
9	Relationship with other Directors, Manager and other Key	Nil

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	Managerial Personnel of the Company	
10	The number of Meetings of the Board attended during the year	3 out of 5
11	Directorship(s) of other Boards as on March 31, 2025.	<ul style="list-style-type: none"> <li>a) Aditya Birla Fashion and Retail Limited</li> <li>b) Jaypore E-Commerce Private Limited</li> <li>c) Finesse International Design Private Limited</li> <li>d) Goodview Fashion Private Limited</li> <li>e) Indivinity Clothing Retail Private Limited</li> <li>f) Retailers Association of India</li> <li>g) Aditya Birla Digital Fashion Ventures Limited</li> <li>h) House of Masaba Lifestyle Private Limited</li> <li>i) Novel Jewels Limited</li> <li>j) CLI Footwear and Accessories Private Limited</li> <li>k) Aditya Birla Management Corporation Private Limited</li> <li>l) Aditya Birla Lifestyle Brands Limited</li> </ul>
12	Membership(s)/Chairmanship(s) of Committees of other Boards as on March 31, 2025.	<p><b>Audit Committee – Member</b></p> <ul style="list-style-type: none"> <li>- Goodview Fashion Private Limited</li> </ul> <p><b>Nomination and Remuneration Committee- Member</b></p> <ul style="list-style-type: none"> <li>- Indivinity Clothing Retail Private Limited</li> <li>- Goodview Fashion Private Limited</li> </ul> <p><b>Corporate Social Responsibility Committee - Chairperson</b></p> <ul style="list-style-type: none"> <li>- Aditya Birla Fashion and Retail Limited</li> </ul> <p><b>Stakeholders Relationship Committee – Member</b></p> <ul style="list-style-type: none"> <li>- Aditya Birla Fashion and Retail Limited</li> </ul>

ADITYA BIRLA



**NOVEL JEWELS LIMITED**

**CIN: U36996MH2022PLC390282**

**Regd. Office: A-1, Aditya Birla Centre, S.K. Ahire Marg,  
Worli, Mumbai – 400 030**

**Attendance slip**

I hereby record my presence at the Third Annual General Meeting of the members of the Company held on \_\_\_\_\_ at \_\_\_\_\_ at A-1, Aditya Birla Centre, S.K. Ahire Marg, Worli, Mumbai – 400 030

\_\_\_\_\_  
Full name of the Member (in block letters)

\_\_\_\_\_  
No. of shares held

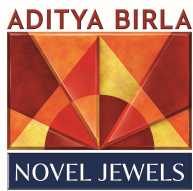
Folio No: \_\_\_\_\_ DP ID No.\* \_\_\_\_\_ Client ID No\* \_\_\_\_\_

Applicable for member holding shares in dematerialized / electronic form.

\_\_\_\_\_  
Signature of Shareholder / Proxy

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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 the Third Annual General Meeting of the members of the Company to be held on \_\_\_\_\_, 2025 at \_\_\_\_\_ at \_\_\_\_\_ and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2025 and Reports of the Directors' and Auditor thereon.		
2. To appoint a Director in place of Mr. Ashish Dikshit (DIN- 01842066), who retires from office by rotation 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 \_\_\_\_\_ 2025.

Signature of shareholder

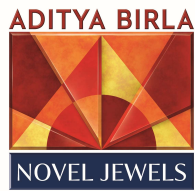
Signatures of proxy holders

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

**Notes:**

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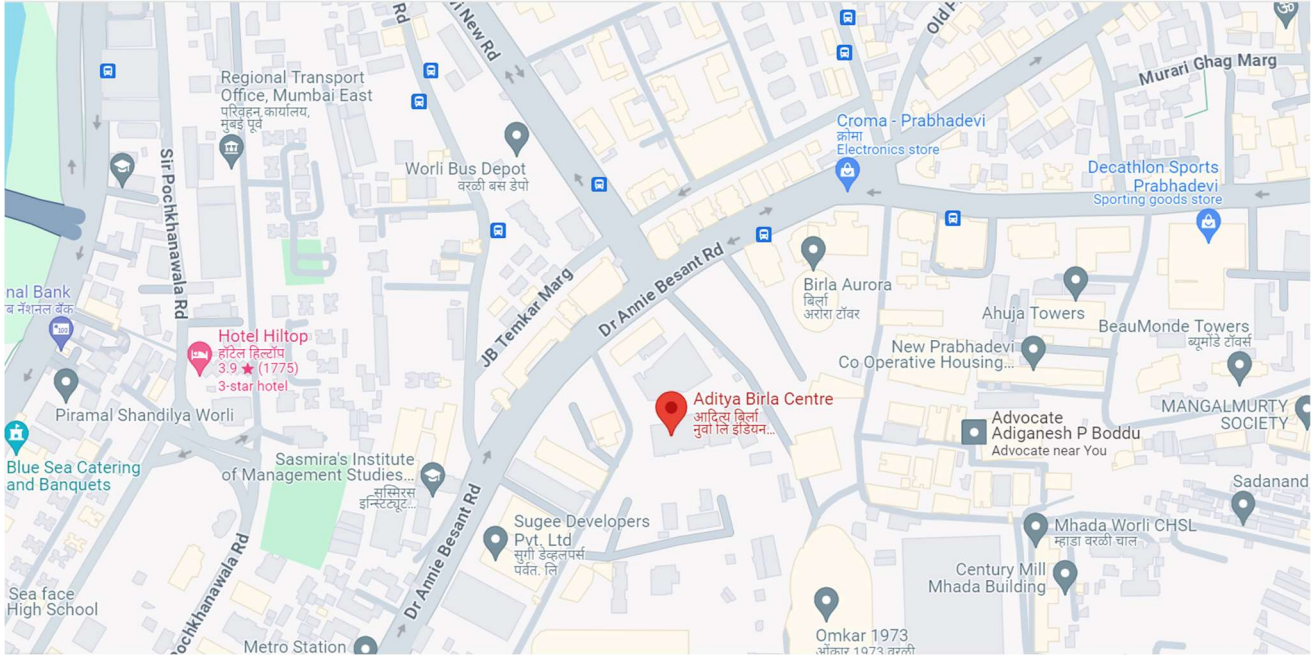
- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than forty-eight hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company and shall prove his identity at the time of attending the Meeting.
- 3) A person can act as a proxy on behalf of members not exceeding 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 person or shareholder.
- \*\* 4) This is only optional. Please put a 'v' in the appropriate column against the resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
- 5) Appointing a Proxy does not prevent a member from attending the Meeting in person if he/she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
- 6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
- 7) This form of proxy shall be signed by the appointer or his attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
- 8) This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
- 9) Undated proxy form will not be considered valid.
- 10) If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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



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