PUSHPA JEWELLERS
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# PUSHPA JEWELLERS LIMITED
(Formerly known as Pushpa Jewellers Private Limited)
Regd. Office: 4th Floor, Flat No. 4A, 22 East Topsia Road, Tirumala - 22, Kolkata -700046
Contact No. 033-40063039: Email: Info@pushpajewellers.in
CIN No: L27310WB2009PLC135593

## Notice of the Annual General Meeting

**NOTICE** is hereby given that the 17th Annual General Meeting of the Members of **Pushpa Jewellers Limited** will be held on Friday, the 25th day of September, 2026 at 03:30 P.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS: -**

1. **Adoption of the Audited Financial Statements for the Financial Year ended 31st March, 2026: -**

   To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon.

2. **To re-appoint Mr. Anupam Tibrewal (DIN: 02269542) as a Director of the company, liable to retire by rotation and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

   "**RESOLVED THAT** Mr. Anupam Tibrewal (DIN: 02269542), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

**SPECIAL BUSINESS: -**

3. **To appoint Mr. Mohit Dujari (DIN: 09118650) as Independent Director: -**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulations 16, 17, and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Mohit Dujari (DIN: 09118650), who was appointed as Additional Director in the capacity of Independent Director by the Board of Directors with effect from June 26, 2026, and who meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a declaration confirming his independence, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from June 26, 2026 and ending on June 25, 2031.

   **RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to file statutory forms (including Form DIR-12) with the Registrar of Companies, make necessary entries in the statutory registers of the Company, intimate the stock exchanges, and do all such acts, deeds, matters, and things as may be necessary to give full effect to this resolution.

   **RESOLVED FURTHER THAT** a copy of the resolution duly certified to be true be furnished to the concerned authorities under the signature of any one of the Directors of the Company and they be requested to rely upon the authority of the same."

**4. To approve revision in remuneration of Mr. Anupam Tibrewal (DIN: 02269542), Managing Director of the company: -**

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

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, and subject to such approvals, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded to revise the remuneration payable to Mr. Anupam Tibrewal (DIN: 02269542), Managing Director of the Company, with effect from April 01, 2026, for the remainder of his existing tenure, i.e. up to June 27, 2029, on the following terms and conditions:

| Particulars | Terms of Appointment |
|---|---|
| Tenure of Appointment | Remains unchanged, i.e. 5 (five) years with effect from June 28, 2024 to June 27, 2029. |
| Remuneration | ₹ 1,40,00,000/- (Rupees One Crore Forty Lakhs Only) per annum, including all perquisites, with effect from April 01, 2026. |
| Perquisites | Medical reimbursement, leave travel reimbursement (domestic and foreign), contribution to provident fund, superannuation/annuity fund, gratuity, encashment of leave, provision of Company car with driver, telephone/mobile at residence for official use, club fees (maximum two clubs), personal accident insurance, and reimbursement of actual expenses incurred for official business purposes, as per the rules of the Company. |
| Sitting Fees | NIL |

**RESOLVED FURTHER THAT** all other terms and conditions governing the appointment of Mr. Anupam Tibrewal as Managing Director, as previously approved by the shareholders, shall remain unchanged and continue in full force and effect.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things, and to execute all such documents, filings, and writings as may be necessary, proper, or expedient to give effect to this resolution."

**5. To approve revision in remuneration of Mr. Mridul Tibrewal (DIN: 03311402), Whole-Time Director & CEO of the company: -**

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

"**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, and in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions, if any, and subject to such approvals, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded to revise the remuneration payable to Mr. Mridul Tibrewal (DIN: 03311402), Whole-Time Director & CEO of the Company, with effect from April 01, 2026, for the remainder of his existing tenure, i.e. up to June 27, 2029, on the following terms and conditions:

Regd. Office: 4th Floor, Flat No. 4A, 22 East Topsia Road, Tirumala - 22, Kolkata -700046
Contact No. 033-40063039: Email: Info@pushpajewellers.in
CIN No: L27310WB2009PLC135593

| Particulars | Terms of Appointment |
|---|---|
| Tenure of Appointment | Remains unchanged, i.e. 5 (five) years with effect from June 28, 2024 to June 27, 2029. |
| Remuneration | ₹ 1,40,00,000/- (Rupees One Crore Forty Lakhs Only) per annum, including all perquisites, with effect from April 01, 2026. |
| Perquisites | Medical reimbursement, leave travel reimbursement (domestic and foreign), contribution to provident fund, superannuation/annuity fund, gratuity, encashment of leave, provision of Company car with driver, telephone/mobile at residence for official use, club fees (maximum two clubs), personal accident insurance, and reimbursement of actual expenses incurred for official business purposes, as per the rules of the Company. |
| Sitting Fees | NIL |

**RESOLVED FURTHER THAT** all other terms and conditions governing the appointment of Mr. Mridul Tibrewal as Whole-Time Director & CEO, as previously approved by the shareholders, shall remain unchanged and continue in full force and effect.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things, and to execute all such documents, filings, and writings as may be necessary, proper, or expedient to give effect to this resolution."

6. **Approval for Material Related Party Transaction: -**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, read with the applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and in accordance with the Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions of the Company, and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to the Company for entering into and/or continuing with related party transactions, contracts, arrangements and/or agreements with Raghuvansh Jewellers Private Limited, a related party of the Company within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, in respect of sale/purchase of goods and leasing of property, as may be applicable, during the financial year 2026-27, for an aggregate value not exceeding ₹100 crore (Rupees One Hundred Crore only), notwithstanding that the aggregate value of such transactions may exceed the applicable materiality threshold prescribed under Regulation 23(1) of the Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and Raghuvansh Jewellers Private Limited, subject to such transactions being undertaken in accordance with applicable laws and the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions.

**RESOLVED FURTHER THAT** the aforesaid transactions shall be undertaken on an arm's length basis and in the ordinary course of business of the Company, to the extent applicable, and on such commercial terms and conditions as may be determined by the Board of Directors or the duly authorised officer(s) of the Company, subject to the overall limit approved by the Members.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution, including determining the final terms and conditions of the transactions within the overall approved limit.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred upon it by this resolution to any Committee of Directors, Managing Director, Whole-time Director(s), Chief Financial Officer, Company Secretary or such other officer(s) of the Company as it may deem fit."

**Registered office:** East Topsia Road, 22 Tirumala, 4th Floor, Unit-4A, Kolkata -700046
**Date:** 02nd September, 2026
**Place:** Kolkata

For and on behalf of the Board
Sd/-
Smita Mondal
Company Secretary & Compliance Officer
(Membership No: A44279)

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA"), vide its General Circular No. 20/2020 dated May 5, 2020 as extended by General Circular No. 03/2025 dated September 22, 2025, read with the applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder, has permitted companies to hold their Annual General Meetings ("AGMs") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members at a common venue. Accordingly, in compliance with the aforesaid MCA Circular, the applicable provisions of the Act, the rules made thereunder and the SEBI Listing Regulations, the 17th Annual General Meeting ("AGM") of Pushpa Jewellers Limited ("the Company") will be held through VC/OAVM without the physical presence of the Members at a common venue. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

2. IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE CONVENING THE 17TH AGM OF THE COMPANY (THE "NOTICE").

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The

facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pushpajeweller.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at https://www.nseindia.com/ and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://www.evoting.nsdl.com/.

7. Since the 17th AGM will be held through VC or OAVM, no Route Map is being provided with the Notice. The deemed venue for the 17th AGM shall be the Registered Office of the Company.

8. However, in pursuance of Section 113 of the Act and Rules framed thereunder, the corporate members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM, through VC or OAVM. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Power of Attorney / appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at to vjmrahul@gmail.com with a copy marked to cs@pushpajewellers.in and evoting@nsdl.co.in, not later than 48 hours before the scheduled time of the commencement of the meeting.

9. As per the provisions of Clause 3.A.II of the General Circular No. 20/2020 dated 5th May 2020 issued by MCA, the matters of Special Business as appearing at Item Nos. 3, 4, 5 & 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

10. All documents referred to in the accompanying Notice of the AGM and explanatory statement shall be available electronically for inspection by the members at the AGM. Members seeking to inspect such documents can send an e-mail to cs@pushpajewellers.in from their registered email address.

11. Queries proposed to be raised at the Annual General Meeting may be sent to the company by email mentioning their name, demat account number/folio number, email id, mobile number at cs@pushpajewellers.in at least ten days prior to the date of Annual General Meeting. The same shall be replied to suitably by the Company.

12. The Register of Members of the Company will remain closed from 19th September, 2026 to 25th September, 2026 (both days inclusive).

13. Members holding shares as on 18th September, 2026 shall be entitled to vote at the Annual General Meeting. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

14. Brief profile of the Director(s) proposed to be appointed/ re-appointed is annexed and forms part of Notice of Annual General Meeting.

15. Members are requested to intimate change in their address, if any, to the Company / Registrar and Transfer Agent (RTA), M/s. Cameo Corporate Services Limited.

16. In compliance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder, the General Circulars issued by the Ministry of Corporate Affairs (MCA) from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the Notice of the Annual General Meeting ("AGM") along with the Annual Report for the Financial Year 2025-26 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

In respect of Members whose e-mail addresses are not registered with the Company/Depositories, a letter containing the web-link, including the exact path, where the complete Notice of the AGM and the Annual Report for the Financial Year 2025-26 are available, is being sent to their registered postal addresses in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Members may note that the Notice of the AGM and Annual Report for the Financial Year 2025-26 are also available on the Company's website www.pushpajeweller.com, on the websites of the Stock Exchanges i.e., NSE Limited at www.nseindia.com, and on the website of NSDL www.evoting.nsdl.com.

17. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company with details of folio number and attaching a self- attested copy of PAN Card at cs@pushpajewellers.in or to Cameo Corporate Services Limited at sivaram@cameoindia.com / prashant@cameoindia.com.

18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to cs@pushpajewellers.in.

19. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on Friday, 18th September, 2026 (cut-off date) will be entitled to vote during the AGM.

20. The Company has appointed M/s. Rahul Srivastava & Co., Company Secretaries, as Scrutinizer for conducting the e-voting and remote e-voting process for the Annual General Meeting in a fair and transparent manner.

21. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18th September, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

22. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

23. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e-voting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, current SS-2 and applicable e-voting requirements, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him/her in writing, who shall countersign the same and declare the result of the voting forthwith.

24. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.pushpajeweller.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange(s).

25. Statement pursuant to Section 102 of the Act read with the rules made thereunder, setting out the material facts and the reasons for the proposed resolutions, in respect of the Special Businesses under Item No. 3 to 6 to be transacted at the 17th Annual General Meeting ("AGM") is annexed hereto. The relevant details of the Director as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) is in respect of the directors seeking appointment/ re-appointment at the AGM, is

furnished as **Annexure-1** to the Notice. The Directors have furnished consent/ declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder. The Statement read together with the Annexures hereto and these notes form an integral part of this Notice.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on 22nd September, 2026 at 09:00 A.M. and ends on 24th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th September, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September, 2026.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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|---|---|
| | 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.<br><br> |
| Individual Shareholders holding securities in demat mode with CDSL | 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.<br>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.<br>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.<br>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the |

| | |
|---|---|
| | evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

| **Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical** | **Your User ID is:** |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br><br>For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID<br><br>For example if your Beneficiary ID is 12************** then your user ID is 12************** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company<br><br>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to vjmrahul@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Assistant Manager at pritamd@nsdl.com / evoting@nsdl.com

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice**:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@pushpajewellers.in .

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@pushpajewellers.in . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE /AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre- register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN and mobile number at cs@pushpajewellers.in between 18th September, 2026 (9:00 a.m. IST) and 20th September, 2026 (5:00 p.m. IST). Only those Members who have preregistered themselves as a

speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.

6. The Members who do not wish to speak during the AGM but have queries may send their queries in advance on or before 20th September, 2026 mentioning their name, demat account number/folio number, e-mail ID, mobile number at cs@pushpajewellers.in. The same will be replied by the company suitably.

**Registered office:** East Topsia Road, 22 Tirumala, 4th Floor, Unit-4A, Kolkata -700046
**Date:** 02nd September, 2026
**Place:** Kolkata

For and on behalf of the Board
Sd/-
Smita Mondal
Company Secretary & Compliance Officer
(Membership No: A44279)

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

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

**Item No. 3**

**Appointment of Mr. Mohit Dujari (DIN: 09118650) as an Independent Director**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on June 26, 2026, appointed Mr. Mohit Dujari (DIN: 09118650) as an Additional Director in the capacity of Independent Director of the Company, with effect from June 26, 2026, subject to approval of the Members of the Company.

Mr. Mohit Dujari is proposed to be appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from June 26, 2026 and ending on June 25, 2031, and shall not be liable to retire by rotation.

The Company has received from Mr. Mohit Dujari:

1. consent in writing to act as a Director in Form DIR-2;
2. declaration that he is not disqualified from being appointed as a Director under the Companies Act, 2013;
3. declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations;
4. confirmation that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties with an objective and independent judgment; and
5. such other declarations and disclosures as required under the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

The Company has received confirmation that Mr. Mohit Dujari is registered in the Independent Directors' Databank and has complied with the applicable requirements relating to the proficiency test, to the extent applicable.

**Profile of Mr. Mohit Dujari**

- **Name:** Mr. Mohit Dujari
- **DIN:** 09118650
- **Date of Birth:** March 16, 1991
- **Age:** 35 years *(as of 2026)*
- **Qualification:** Practicing Company Secretary (FCS: 12379, CP No.: 28036)
- **Occupation:** Practicing Company Secretary
- **Date of First Appointment on the Board:** June 26, 2026

**Terms and conditions of appointment**

Mr. Mohit Dujari shall hold office as an Independent Director for a term of five (5) consecutive years commencing from June 26, 2026 and ending on June 25, 2031, and shall not be liable to retire by rotation.

He shall be entitled to receive sitting fees and reimbursement of expenses for attending meetings of the Board and Committees thereof, as may be determined by the Board, subject to applicable laws and the Company's policies.

Mr. Mohit Dujari is not related to any Director or Key Managerial Personnel of the Company, within the meaning of Section 2(77) of the Companies Act, 2013 and the applicable rules thereunder.

Mr. Mohit Dujari does not hold any equity shares in the Company, either directly or beneficially, as on the date of this Notice.

In the opinion of the Board, Mr. Mohit Dujari fulfils the conditions specified under the Companies Act, 2013 and the SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

The Board is of the opinion that his association with the Company as an Independent Director would be beneficial to the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Mr. Mohit Dujari is concerned or interested in the resolution to the extent of his proposed appointment, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

**Item Nos. 4 and 5**

The Members of the Company had earlier approved the appointment of Mr. Anupam Tibrewal as Managing Director and Mr. Mridul Tibrewal as Whole-Time Director & CEO for a period of five years commencing from June 28, 2024 and ending on June 27, 2029.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, has considered the revision in remuneration of Mr. Anupam Tibrewal and Mr. Mridul Tibrewal, having regard to their respective roles and responsibilities, experience, contribution to the growth and operations of the Company and the requirements of the business.

Accordingly, it is proposed to revise the remuneration payable to each of Mr. Anupam Tibrewal and Mr. Mridul Tibrewal to ₹1,40,00,000/- (Rupees One Crore Forty Lakhs only) per annum, including all perquisites, with effect from April 01, 2026, for the remainder of their respective existing tenure.

The proposed revision in remuneration is being placed before the Members pursuant to the applicable provisions of Sections 197 and 198 of the Companies Act, 2013.

For the purpose of determining the applicable limits under Section 197 read with Section 198 of the Act, the remuneration payable to all managerial personnel of the Company is required to be considered. Accordingly, the proposed annual remuneration of the Company's managerial personnel is as follows:

| Name | Designation | Proposed Annual Remuneration |
|---|---|---:|
| Mr. Anupam Tibrewal | Managing Director | ₹1.40 Crore |
| Mr. Mridul Tibrewal | Whole-Time Director & CEO | ₹1.40 Crore |
| Mr. Madhur Tibrewal | Whole-Time Director & CFO | ₹0.75 Crore |
| **Total** | | **₹3.55 Crore** |

As per the financial statements for the financial year ended March 31, 2026, the Company has reported profit before tax of approximately ₹34.99 crore. For the purpose of determining the net profits under Section 198 of the Act, the managerial remuneration charged to the Statement of Profit and Loss is considered in accordance with the provisions of the said section.

The managerial remuneration was charged to the Statement of Profit and Loss for FY 2025-26. Accordingly, based on the relevant computation, the amount for determining the applicable remuneration limits under Section 197 read with Section 198 is approximately ₹37.24 crore, subject to the detailed computation prescribed under Section 198.

The aggregate proposed remuneration of ₹3.55 crore to the Managing Director and Whole-Time Directors is within the applicable 10% aggregate limit prescribed under Section 197, based on the aforesaid computation.

The proposed remuneration of each of Mr. Anupam Tibrewal and Mr. Mridul Tibrewal is also within the applicable individual limit prescribed under Section 197, based on the aforesaid computation.

The Company has adequate profits and the proposed remuneration is being considered within the applicable limits prescribed under Sections 197 and 198 of the Companies Act, 2013.

The Board of Directors is of the view that the proposed revision in remuneration is commensurate with the responsibilities, experience, performance and contribution of Mr. Anupam Tibrewal and Mr. Mridul Tibrewal and is in the best interests of the Company.

Mr. Anupam Tibrewal, Mr. Mridul Tibrewal and Mr. Madhur Tibrewal are brothers. Mr. Anupam Tibrewal and Mr. Mridul Tibrewal are concerned and interested in the respective resolutions to the extent of the remuneration proposed to be paid to them. Mr. Madhur Tibrewal is also interested in the resolutions to the extent of his remuneration as Whole-Time Director & CFO and his relationship with the concerned Directors.

Except as stated above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolutions.

The Board of Directors recommends the resolutions set out at Item Nos. 4 and 5 for approval of the Members by way of Ordinary Resolutions.

| **Particulars** | Mr. Anupam Tibrewal | Mr. Mridul Tibrewal |
|---|---|---|
| **DIN** | 02269542 | 03311402 |
| **Designation** | Managing Director | Whole-Time Director & CEO |
| **Date of Birth** | 29/11/1981 | 04/02/1978 |
| **Date of first appointment on the Board** | 03/06/2009 | 29/11/2010 |
| **Qualifications** | B.Tech | B.Com |
| **Experience / Expertise** | Jewellery Designing and Marketing | Company's overall operations, business strategy, and growth initiatives |
| **Terms and conditions of appointment** | Five years from June 28, 2024 to June 27, 2029 | Five years from June 28, 2024 to June 27, 2029 |
| **Existing remuneration** | ₹75 lakh per annum | ₹75 lakh per annum |
| **Proposed remuneration** | ₹1.40 crore per annum | ₹1.40 crore per annum |
| **Date from which revision is effective** | April 01, 2026 | April 01, 2026 |
| **Relationship with other Directors/KMP** | Brother of Mr. Mridul Tibrewal and Mr. Madhur Tibrewal | Brother of Mr. Anupam Tibrewal and Mr. Madhur Tibrewal |

| | | |
|---|---|---|
| **No. of Board Meetings attended during FY 2025-26** | 11 | 11 |
| **Shareholding in the Company** | 6593724 | 11009783 |
| **Other Directorships** | NIL | NIL |
| **Membership/Chairmanship of Committees** | • Chairman of Committee of Board of Directors<br>• Member of Stakeholder Relationship Committee<br>• Member of Corporate Social Responsibility Committee | • Chairman of Corporate Social Responsibility Committee<br>• Member of Audit Committee<br>• Member of Committee of Board of Directors |
| **Remuneration sought to be paid** | ₹1.40 crore per annum | ₹1.40 crore per annum |

**Item No. 6**

**Approval of material related party transactions with Raghuvansh Jewellers Private Limited**

**Ordinary Resolution**

The Company enters into transactions with related parties in the ordinary course of its business.

Raghuvansh Jewellers Private Limited is a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations.

The Company proposes to continue transactions with Raghuvansh Jewellers Private Limited during the financial year 2026-27, including transactions relating to sale/purchase of goods and leasing of property, as may be applicable.

**Materiality threshold under Regulation 23**

For an SME-listed entity, Regulation 23(1) of the Listing Regulations provides that a transaction with a related party shall be considered material if the transaction(s), individually or taken together with previous transactions during the financial year, exceed ₹50 crore or 10% of the annual consolidated turnover of the listed entity, whichever is lower.

Based on the Company's FY 2025-26 financial statements, the annual turnover/revenue from operations is ₹418.39 crore.

Accordingly:

| Particulars | Amount |
|---|---:|
| FY 2025-26 turnover/revenue from operations | ₹418.39 crore |
| 10% of turnover | ₹41.84 crore |
| Regulatory ceiling | ₹50.00 crore |
| **Applicable materiality threshold** | **₹41.84 crore** |

Accordingly, transactions with Raghuvansh Jewellers Private Limited exceeding ₹41.84 crore, individually or together with previous transactions during FY 2026-27, would constitute Material Related Party Transactions under Regulation 23.

The Company anticipates that the aggregate value of the proposed transactions may exceed the applicable materiality threshold and may extend up to ₹100 crore during FY 2026-27.

The transactions involve no foreign currency exposures or FDI/FEMA implications**.**

**Details of proposed Related Party Transactions**

| **Sr. No.** | **Particulars** | **Details** |
|---|---|---|
| 1. | Name of the related party | Raghuvansh Jewellers Private Limited |
| 2. | Nature of relationship with the company | Company in which relative of a director is director |
| 3. | Type, material terms and particulars of the proposed transaction | Sale of goods and leasing of property |
| 4. | Tenure of the proposed transaction | Upto the next Annual General Meeting |
| 5. | Maximum aggregate value | ₹100 crore |
| 6. | Materiality threshold | ₹41.84 crore |
| 7. | Percentage of the company's annual turnover for the immediately preceding financial year that is represented by the value of the proposed transaction | 23.90% (basis the upper limit of ₹100 crores and using annual turnover of FY 2025-26) |
| 8. | (a) Details of the source of funds in connection with the proposed transaction | Not applicable, as the transaction does not relate to any loan, inter-corporate deposits, advances, or investments made or given by the Company or its subsidiary |
| 9. | (b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments<br>• Nature of indebtedness<br>• Cost of funds and<br>• Tenure | |
| 10. | (c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured | |
| | (d) Purpose for which funds will be utilised | |
| 11. | Justification as to why the RPT is in the interest of the company | The proposed transactions of sale of goods and leasing of property with the related party are in the ordinary course of business and at arm's length basis.<br><br>**Sale of Goods:** The Company is engaged in the jewellery business and the sale of goods to the related party will enable the Company to enhance its sales turnover, improve market penetration, and utilize its existing inventory more efficiently. The pricing and terms are similar to those applied to unrelated parties, ensuring fairness and competitiveness.<br><br>**Leasing of Property:** Leasing of property to/from the related party will provide the Company with access to strategically located premises at reasonable terms, thereby facilitating smooth business operations. The rental arrangements are comparable with prevailing market rates, ensuring no undue benefit to the related party. |

| | | |
|---|---|---|
| | | These transactions are expected to contribute positively to the Company's revenues, profitability, and operational convenience. They are undertaken in compliance with applicable laws, including the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, and do not prejudice the interests of the Company or its minority shareholders.<br><br>Accordingly, the transactions are considered to be in the best interest of the Company and its stakeholders. |
| 12. | Any advance paid or received for the contract or arrangement, if any | Nil |
| 13. | The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract | The pricing is determined on arm's length basis |
| 14. | Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors | Yes |
| 15. | A statement that the valuation or other external party report, if any such report has been relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders | Not Applicable |
| 16. | Name of the director or key managerial personnel who is related, if any | Mrs. Ranajana Tibrewal and Mrs. Neha Tibrewal are Directors of Raghuvansh Jewellers Private Limited |
| 17. | Any other information relevant or important for the shareholders to take an informed decision | All relevant information forms a part of this explanatory statement setting out material facts |

The Directors and Key Managerial Personnel who are related to or otherwise interested in Raghuvansh Jewellers Private Limited, and their respective relatives, may be regarded as concerned or interested in the proposed resolution to the extent of their relationship and/or interest.

In terms of Regulation 23(4) of the Listing Regulations, no related party shall vote to approve the resolution, whether or not the entity is a related party to the particular transaction.

The Audit Committee has considered the proposed transactions and recommended the same to the Board of Directors.

The Board, after considering the nature, terms, commercial rationale and proposed value of the transactions, is of the opinion that the proposed transactions are in the interest of the Company.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 6 for approval by the Members.

**Registered office:** East Topsia Road, 22 Tirumala, 4th Floor, Unit-4A, Kolkata -700046
**Date:** 02nd September, 2026
**Place:** Kolkata

For and on behalf of the Board

Sd/-
Smita Mondal
Company Secretary & Compliance Officer
(Membership No: A44279)

## Annexure-1

## DETAILS OF DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, the following information is furnished about the Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting of the Company.

**Mr. Anupam Tibrewal**

| **Particulars** | **Details** |
|---|---|
| **Name of Director** | Mr. Anupam Tibrewal |
| **DIN** | 02269542 |
| **Proposed Appointment** | Retirement by rotation and, being eligible, proposed to be re-appointed as Director |
| **Date of Birth** | 29/11/1981 |
| **Date of First Appointment on the Board** | 03/06/2009 |
| **Qualification** | B.Tech |
| **Brief Resume / Experience** | Mr. Anupam Tibrewal serves as the Chairman and Managing Director of Pushpa Jewellers Limited. He is aged 44, under his leadership, Pushpa Jewellers Limited has evolved into a trusted name known for its commitment to purity, craftsmanship, and innovation. He joined Pushpa Jewellers Limited as a Director on 03rd June 2009. Mr. Tibrewal's focus on operational excellence, customer-centric practices, and ethical governance has helped the Company achieve consistent growth and build enduring relationships with clients and stakeholders. Mr. Tibrewal does not hold full time position in any other body corporate. |
| **Nature of Expertise in Specific Functional Areas** | Jewellery Designing and Marketing |
| **Directorships held in other Companies** | Nil |
| **Memberships / Chairmanships of Committees of other Companies** | Nil |
| **Chairman/ Member of the Committees of Pushpa Jewellers Limited** | Chairman of Committee of Board of Directors<br>Member of Stakeholder Relationship Committee<br>Member of Corporate Social Responsibility Committee |
| **Listed entities from which the Director has resigned in the past three years** | Nil |
| **Relationship with other Directors and Key Managerial Personnel** | Mr. Mridul Tibrewal and Mr. Madhur Tibrewal are brothers to him |
| **Shareholding in the Company** | 6593724 |
| **Terms and Conditions of Appointment / Re-appointment** | Retirement by rotation and, being eligible, proposed to be re-appointed as Director |
| **Remuneration last drawn** | ₹75 Lakhs per annum |
| **Remuneration proposed to be paid** | ₹1.40 crore per annum |
| **Number of Board Meetings attended during FY 2025-26** | 11 |
| **Other relevant information** | Nil |

PUSHPA JEWELLERS LIMITED
(Formerly known as Pushpa Jewellers Private Limited)
Regd. Office: 4th Floor, Flat No. 4A, 22 East Topsia Road, Tirumala - 22, Kolkata -700046
Contact No. 033-40063039: Email: Info@pushpajewellers.in
CIN No: L27310WB2009PLC135593

**Mr. Mohit Dujari**

| **Particulars** | **Details** |
|---|---|
| **Name of Director** | Mr. Mohit Dujari |
| **DIN** | 09118650 |
| **Designation / Proposed Appointment** | Additional Independent Director appointed with effect from June 26, 2026; proposed to be appointed for 5 years as Independent Director, subject to approval of Members. |
| **Date of Birth** | 16/03/1991 |
| **Date of First Appointment on the Board** | 26/06/2026 |
| **Qualification** | Practicing Company Secretary, LLB |
| **Brief Resume / Experience** | Mr. Mohit Dujari is a Non-Executive Independent Director on the Board of Pushpa Jewellers Limited. He is a Practicing Company Secretary with over 10 years of experience in the field of Corporate Laws. He has completed Bachelor of commerce from University of Calcutta and Bachelor's degree in Law from The University of Burdwan. He is also a Fellow Member of The Institute of Company Secretaries of India. He has also completed Executive Course on Business and Corporate Laws from IIM – Calcutta and is also part of the alumni of IIM – Calcutta. Currently, he is associated with SSA Corporate Services Pvt Ltd and looks after the Companies Act and allied Laws related matters for the clients. He brings with him rich experience in strategic planning, and financial management. With a keen understanding of business dynamics and regulatory frameworks, Mr. Dujari plays a vital role in providing independent judgment and valuable guidance to the management and the Board. |
| **Nature of Expertise in Specific Functional Areas** | Vast knowledge on Companies Act, 2013 and SEBI Laws |
| **Directorships held in other Companies** | 3 |
| **Memberships / Chairmanships of Committees of other Companies** | 3 |
| **Chairman/ Member of the Committees of Pushpa Jewellers Limited** | Chairman of Nomination & Remuneration Committee |
| **Listed entities from which the Director has resigned in the past three years** | 1 |
| **Relationship with other Directors and Key Managerial Personnel** | None |
| **Shareholding in the Company** | Nil |
| **Terms and Conditions of Appointment / Re-appointment** | June 26, 2026 to June 25, 2031 |
| **Remuneration last drawn** | Not Applicable |
| **Remuneration proposed to be paid** | sitting fees/reimbursement as applicable |
| **Number of Board Meetings attended during FY 2025-26** | Not applicable – appointed on June 26, 2026 |
| **Other relevant information** | Nil |