



UDAY JEWELLERY INDUSTRIES LIMITED

CIN: L74900TG1999PLC080813

Registered Address: 2nd Floor, 3-6-307/1, 3-6-307/2, 3-6-308/1,
Hyderguda Main Road, Simple Natural Systems,
Basheer Bagh, Hyderabad, Telangana - 500004, India.

Website: <https://udayjewellery.com/>, Email: info@udayjewellery.com, Phone: 040-24016101

POSTAL BALLOT NOTICE

Dear Member(s),

Pursuant to the provisions of Sections 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 [including any amendment(s), statutory modification(s) or re-enactment(s) thereof], Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India and any other applicable laws, rules and regulations, Uday Jewellery Industries Limited (the 'Company') hereby seeks your approval in respect of the special businesses as stated in this Notice via Postal Ballot by way of remote e-voting only ('Postal Ballot' or 'e-voting').

In compliance of the circular issued by Ministry of Corporate Affairs ('MCA') No. 03/2025 dated September 22, 2025, read with general circular Nos. 20/2020 dated May 5, 2020, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 and other applicable circulars issued in this regard (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice is being sent by email only, to the members whose email addresses are registered with the Company/ Depository Participants/ Depositories/ Registrar & Share Transfer Agent-Bigshare Services Private Limited of the Company. Further, the assent/ dissent of the members on the resolutions proposed in this Postal Ballot Notice, will be considered through remote e-voting only.

Detailed explanatory statement setting out the material facts concerning the resolutions and detailed instructions for remote e-voting, are annexed to this Postal Ballot Notice.

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE THE APPOINTMENT OF SHRI. SANJAY KUMAR SANGHI (DIN: 00629693) AS CHAIRMAN AND MANAGING DIRECTOR (CORPORATE AFFAIRS) OF THE COMPANY.

To consider and if thought fit to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment 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, consent of the Members of the Company be and is hereby accorded for the appointment of Shri. Sanjay Kumar Sanghi (DIN: 00629693) as Chairman and Managing Director (Corporate Affairs) of the Company, for a period of 5 (Five) years with effect from 22.04.2026, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice , with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Shri Sanjay Kumar Sanghi.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO. 2: TO CONSIDER AND APPROVE THE CHANGE IN DESIGNATION OF SHRI. RITESH KUMAR SANGHI (DIN: 00628033) FROM MANAGING DIRECTOR TO JOINT MANAGING DIRECTOR (OPERATIONS) OF THE COMPANY:

To consider and if thought fit to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment 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, consent of the Members of the Company be and is hereby accorded for the change in designation of Shri. Ritesh Kumar Sanghi (DIN: 00628033) from Managing Director to Joint Managing Director (Operations) of the Company, with effect from 22.04.2026, without any change in the terms and conditions of his appointment including remuneration.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Shri. Ritesh Kumar Sanghi, as approved by the Members of the Company earlier, shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary to give effect to this resolution.”

ITEM NO. 3: TO CONSIDER AND APPROVE THE REGULARIZATION OF MRS. BHAVNA SANGHI AS DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** Mrs. Bhavna Sanghi (02681438) who was appointed as an Additional Director of the Company by the Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee with effect from 22nd April, 2026 and who holds office up to the date of this Postal Ballot of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and Articles of Association of the Company and who is eligible for appointment, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary to give effect to this resolution.”

ITEM NO.4: TO CONSIDER AND APPROVE THE APPOINTMENT OF MRS. BHAVNA SANGHI AS WHOLE-TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, with or without modification, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder,

(including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded to the appointment of Mrs. Bhavna Sanghi (DIN: 02681438) as Whole time Director of the Company for a period of 5 (Five) years with effect from 22nd April 2026 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Mrs. Bhavna Sanghi.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.5: TO CONSIDER AND APPROVE THE REGULARIZATION OF MS. DONTINENI SRILEKHA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

To consider and if thought fit to pass, with or without modification, the following resolution as a **SPECIAL 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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) and all other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), MS. Donthineni Srilekha (DIN: 11672235) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors w.e.f April 22, 2026 in terms of Section 161 of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, 2015 and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years w.e.f April 22, 2026.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to file relevant e-form with the Registrar of Companies, Telangana and to do all such acts, deeds or things which are necessary to give effect to the above said resolution including making necessary entries in the Register of Directors of the Company”

By order of the board
For Uday Jewellery Industries Limited

Date : April 22, 2026

Place: Hyderabad

Sd/-
(Sanjay Kumar Sanghi)
Managing Director-Corporate Affairs
DIN: 00629693

Notes:

1. The Explanatory Statement pursuant to Section 102,110 and other applicable provisions of the Companies 2013 (the "Act") read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.
2. This Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from NSDL and CDSL and whose email address is registered with the Company or Depository Participant(s), as on **Friday, May 08, 2026 (the "Cut-off date")**. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purpose only. In compliance with Regulation 44 of SEBI Listing Regulations and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-Voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot. The communication of the assent or dissent of the members eligible to vote would only take place through remote e-Voting system.
3. The Company has engaged the services of Central Depository Services (India) Limited, ("CDSL") for the purpose of providing the facility of remote e-Voting to its members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at www.udayjewellery.com, websites of stock exchange www.bseindia.com and also at the website of the CDSL at www.evotingindia.com. Members desirous of exercising their vote through remote e-Voting process are requested to carefully read the instructions and follow the procedure as mentioned in this Notice to record their assent (FOR) or dissent

(AGAINST) not later than 5:00 pm (IST) on Sunday, June 14, 2026. The remote e-Voting will be disabled immediately thereafter, by CDSL.

4. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at www.udayjewellery.com. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e., www.evotingindia.com.
5. Pursuant to the provisions of Section 110 of the Act read with the applicable rules and with the MCA Circulars, the Company has an option for the above-mentioned resolutions, to seek the approval of the members through Postal Ballot (via remote e-Voting), instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the members through Postal Ballot via remote e-Voting, they shall be deemed to have been passed as if the same have been passed at a General Meeting of the members convened in this regard.
6. The voting results declared in respect of the resolutions as set out in the Postal Ballot Notice along with the Scrutinizer's Report shall be placed on the website of the Company at www.udayjewellery.com and the same shall be immediately communicated to the Stock Exchange where the shares of the Company are listed and on the website of CDSL www.evotingindia.com. The results shall also be displayed at the registered office of the Company
7. Members holding shares in dematerialised mode are requested to register/update their KYC details, including email address, with their Depository Participants to ensure seamless communication through the Depository.
8. Members are requested to contact Bigshare Services Private Limited, the Company's Registrars & Share Transfer Agent, quoting their Depository Participant ID and Client ID number, for any queries relating to their securities.
9. The vote in this Postal Ballot cannot be exercised through proxy.
10. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting	Saturday, May 16, 2026 at 9:00 A.M. (IST)
End of remote e-voting.	Sunday, June 14, 2026 at 5:00 P.M. (IST)

The remote e-voting will not be allowed beyond the aforesaid date & time, and the e-voting module shall be forthwith disabled by CDSL upon expiry of aforesaid period. Once the votes on the resolutions are casted by the member, the same shall not be allowed to be changed subsequently.

11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date of e-Voting i.e., June 14, 2026.
12. The Board of Directors of the Company has appointed CS. Ajay Suman Shrivastava (CP No. 3479), Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by him, after completion of the scrutiny of the votes cast electronically. The result of the Postal Ballot through remote e-Voting process shall be announced on or before Tuesday June 16, 2026 i.e within 48 hours from the date of completion of e-voting and the resolution will be taken as passed, if the results of e-Voting indicate that the requisite majority of the Members had assented to the Resolution.
14. The voting results along with Scrutinizer's Report would be published on the website of the Company i.e., www.udayjewellery.com and will be communicated to the Stock Exchange where the Company's shares are listed i.e., BSE. The voting results along with the Scrutinizer's Report will also be posted on the website of CDSL i.e., www.evotingindia.com.
15. In accordance with the MCA Circulars, Members who have not registered their e-mail addresses so far, are requested to register their email addresses, in respect of shares held in electronic form with the Depository through their concerned Depository Participants.

16. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a. The remote e-voting period commences from 09:00 a.m. (IST) on **Saturday, 16th May, 2026** and ends at 5.00 p.m. (IST) on **Sunday, 14th June, 2026**. During this period, the

Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of Friday, May 08, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on the resolution is cast by member, he/she shall not be allowed to change it subsequently or cast the vote again.

- b. In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- c. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 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 to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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. 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 & My Easi New (Token) Tab and then click on registration option. 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.4) For OTP based login you can click on https://eservices.nsd.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
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	<p>Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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. CDSL and NSDL

Login type	Helpdesk details
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
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

1)The shareholders should log on to the e-voting website www.evotingindia.com.

2)Click on “Shareholders” module.

3)Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4)Next enter the Image Verification as displayed and Click on Login.

5)If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6)If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@udayjewellery.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ('ACT')

ITEM NO. 1

APPOINTMENT OF SHRI. SANJAY KUMAR SANGHI (DIN: 00629693) AS CHAIRMAN AND MANAGING DIRECTOR (CORPORATE AFFAIRS) OF THE COMPANY.:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 22.04.2026, has approved the appointment of Shri. Sanjay Kumar Sanghi (DIN: 00629693) as Chairman and Managing Director (Corporate Affairs) of the Company, for a period of 5 (Five) years with effect from 22.04.2026, subject to the approval of the Members.

Brief Profile: Shri. Sanjay Kumar Sanghi possesses very rich 36 years of experience in the field of corporate affairs, management and business operations. Considering his expertise and leadership capabilities, the Board is of the opinion that his appointment will be beneficial to the Company.

The details of the remuneration, terms and conditions of appointment, and other relevant particulars as required under the Companies Act, 2013, are as follows:

- **Designation:** Chairman & Managing Director (Corporate Affairs)
- **Tenure:** Shri. Sanjay Kumar Sanghi shall be appointed as Chairman and Managing Director (Corporate Affairs) of the Company for a period of 5 (five) years commencing from 22nd April, 2026 to 21st April, 2031, unless terminated earlier in accordance with the provisions of the Companies Act, 2013.
- **Duties & Responsibilities:** He shall be responsible for overall leadership and strategic direction in relation to corporate affairs of the Company and shall perform such duties as may be entrusted to him by the Board of Directors from time to time.
- **Compliance with Laws:** The appointment shall be subject to compliance with all applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and other applicable laws.
- **Remuneration:**

PARTICULARS	REMUNERATION
Basic Salary:	3,00,000
House Rent Allowance:	1,80,000
Dearness Allowance:	1,20,000
Monthly Gross Salary:	6,00,000

- **Other Terms:** The terms and conditions may be altered, varied, or modified by the Board from time to time, subject to applicable laws and shareholder approval, wherever required.

Shri. Sanjay Kumar Sanghi satisfies all the conditions as set out in Part I of Schedule V of the Companies Act, 2013 and is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as Director of the Company.

Brief profile and other details of Shri. Sanjay Kumar Sanghi as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 are provided in the annexure forming part of this Notice.

Except **Mr. Sanjay Kumar Sanghi**, **Mrs. Pritha Sanghi** spouse of the appointee and **Mr. Ritesh Kumar Sanghi** brother of the appointee none of the Directors, 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 of the Notice.

The Board recommends the resolution for approval of the Members.

ITEM NO: 2: CHANGE IN DESIGNATION OF SHRI. RITESH KUMAR SANGHI (00628033) FROM MANAGING DIRECTOR TO JOINT MANAGING DIRECTOR (OPERATIONS) OF THE COMPANY

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 22.04.2026, has approved the change in designation of Shri. Ritesh Kumar Sanghi (DIN: 00628033) from Managing Director to Joint Managing Director (Operations) of the Company, with effect from 22.04.2026, subject to the approval of the Members.

The proposed change in designation is in line with the evolving business requirements of the Company and is aimed at strengthening the operational leadership structure. Shri. Ritesh Kumar Sanghi will continue to oversee and manage the operations of the Company and contribute towards its growth and strategic objectives.

There is no change in the terms and conditions of his appointment, including remuneration, as already approved by the Members of the Company. All other terms and conditions shall remain unchanged and continue to be in full force and effect.

Profile: Mr. Ritesh Kumar Sanghi has rich experience in business operations and management and has been instrumental in the growth and development of the Company. The Board believes that the change in designation will be beneficial to the Company.

Except Mr. Ritesh Kumar Sanghi, Shri. Sanjay Kumar Sanghi brother of Shri. Ritesh Kumar Sanghi and Mrs. Pritha Sanghi being relative none of the Directors, 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. 2 of the Notice.

The Board recommends the resolution for approval of the Members.

ITEM NO: 3 & 4: APPOINTMENT OF MRS.BHAVNA SANGHI AS A DIRECTOR AND WHOLE TIME DIRECTOR OF THE COMPANY:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 22nd April, 2026, appointed **Mrs. Bhavna Sanghi (DIN: 02681438)** as an Additional Director of the Company.

In terms of Section 161(1) of the Act, she holds office up to the last date of the Postal Ballot.

The Board now proposes:

- **Regularization of Mrs. Bhavna Sanghi as Director of the Company** (Item No. 3), and
- **Her appointment as Whole-Time Director of the Company** (Item No. 4) for a period of **5 (Five) years** with effect from **22nd April, 2026**, subject to approval of the Members.

Profile: Mrs. Bhavna Sanghi possesses relevant experience in business management and administration. Considering her capabilities, leadership potential and expected contribution to the Company, the Board is of the opinion that her appointment will be beneficial to the Company.

The details of the remuneration, terms and conditions of appointment, and other relevant particulars as required under the Companies Act, 2013, are as follows:

1. **Designation:** Whole-Time Director
2. **Tenure:** Mrs. Bhavna Sanghi shall be appointed as Whole-Time Director of the Company for a period of 5 (five) years commencing from 22nd April, 2026 to 21st April, 2031, unless terminated earlier in accordance with applicable laws.
3. **Nature of Duties:** She shall perform such duties and responsibilities as may be entrusted to her by the Board of Directors from time to time and shall be responsible for the day-to-day management and affairs of the Company, subject to the supervision and control of the Board.
4. **Compliance with Laws:** The appointment shall be subject to compliance with all applicable provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and other applicable laws.
5. **Remuneration:**

PARTICULARS	REMUNERATION
Basic Salary:	2,00,000
House Rent Allowance:	1,20,000
Dearness Allowance:	80,000
Monthly Gross Salary:	4,00,000

6. Confidentiality and Non-Disclosure: She shall not disclose any confidential information relating to the Company during or after her tenure and shall abide by Company policies on confidentiality.

Mrs. Bhavna Sanghi has given her consent to act as Director and satisfies the conditions specified under the Companies Act, 2013 and Schedule V. She is not disqualified from being appointed as Director under Section 164 of the Act.

Except Mrs. Bhavna Sanghi, Shri. Ritesh Kumar Sanghi being spouse of the appointee and Shri. Sanjay Kumar Sanghi and Mrs. Pritha Sanghi being a relative of the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 3 and 4 of the Notice.

ITEM NO: 5: REGULARIZATION OF MS. DONTINENI SRILEKHA AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

The Board of Directors of the Company, at its meeting held on April 22, 2026, appointed **Ms. Donthineni Srilekha (DIN: 11672235)** as an Additional Director in the capacity of an Independent Director of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and Regulation 17 and other applicable provisions of SEBI (LODR) Regulations, 2015, the Company is required to obtain approval of the Members for appointment of an Independent Director. Accordingly, the approval of the Members is being sought by way of Postal Ballot for her appointment as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years with effect from April 22, 2026.

The Company has also received necessary declarations from Ms. Srilekha confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Brief Profile: Ms. Srilekha is a qualified Company Secretary and practicing Advocate with experience in corporate law, regulatory compliance and litigation before the High Court of Telangana and the National Company Law Tribunal (NCLT). She possesses expertise in SEBI (LODR) compliance, corporate governance, legal drafting and due diligence. She is also a certified Independent Director from the Indian Institute of Corporate Affairs (IICA). Her rich professional background and expertise would be beneficial to the Company.

In the opinion of the Board, Ms. Srilekha fulfills the conditions specified under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 for appointment as an Independent Director and is independent of the management. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

She shall be entitled to receive remuneration by way of sitting fees of ₹1,50,000 per annum for participation in the meetings of the Board and Committees thereof, as may be decided by the Board from time to time.

None of the Directors, Key Managerial Personnel of the Company or their relatives, except Ms. D. Srilekha, to whom the resolution relates, are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out in the Postal Ballot Notice for approval of the Members.

By Order of the Board
For Uday Jewellery Industries Limited
Sd/-
Sanjay Kumar Sanghi
Managing Director-Corporate Affairs
DIN: 00629693

Date : April 22, 2026

Place: Hyderabad

ANNEXURE TO THE NOTICE

Pursuant to Regulations 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Directors proposed to be appointed through Postal Ballot process are given below:

SI.No.	Particulars	Details			
1.	Name of the Director	Sanjay Kumar Sanghi	Ritesh Kumar Sanghi	Bhavna Sanghi	Donthineni Srilekha
2.	Category /Designation	Chairman and Managing Director (Corporate Affairs)	Joint Managing Director- (Operations)	Whole Time Director	Independent Director
3.	Director Identification Number (DIN)	00629693	00628033	02681438	11672235
4.	Age	59	54	51	26
5.	Date of birth	08-07-1967	24-12-1971	26-09-1974	27-01-2000
6.	Qualifications	Commerce Graduate and Gemologist	Commerce Graduate and Gemologist	Commerce Graduate	Advocate and Qualified Company Secretary
7.	Original date of appointment	22-08-2011	22-08-2011	22-04-2026	22-04-2026
8.	Name of the listed entity from which the person has resigned as a director in the past three years	Narbada Gems & Jewellery Limited (Directorship ceased due to Amalgamation not cessation)	Narbada Gems & Jewellery Limited (Directorship ceased due to Amalgamation not cessation)	Narbada Gems & Jewellery Limited (Directorship ceased due to Amalgamation not cessation)	-
9.	Directorship in other companies	Shri Lakshmi Jewelmart Pvt. Ltd and Shri Durga Jewelcraft Private Limited	Shri Lakshmi Jewelmart Pvt. Ltd , Shri Durga Jewelcraft Private Limited and Trisa Retail Limited	Trisa Retail Limited	-
10.	Chairmanship/Membership in other companies	-	-	-	-

11.	Number of equity shares held in the company	56,65,422	58,12,471	28,02,302	-
12.	Number of equity shares held in the company for any other person on a beneficial basis	-	-	-	-
13.	Relationship between directors, inter se, with other directors and key managerial personnel of the company	He is a brother of Mr. Ritesh Kumar Sanghi and Spouse of Mrs. Pritha Sanghi	He is a brother of Mr. Sanjay Kumar Sanghi, Spouse of Mrs. Bhavna Sanghi and relative of Mrs. Pritha Sanghi	She is a Spouse of Mr. Ritesh Kumar Sanghi and relative of Mr. Sanjay Kumar Sanghi and Mrs. Pritha Sanghi	-
14.	Terms and Conditions of Appointment/Re-appointment of the Director	Please refer to the Explanatory Statement forming a part of this Notice.	There is no change in terms & Condition	Please refer to the Explanatory Statement forming a part of this Notice.	Please refer to the Explanatory Statement forming a part of this Notice.
15.	Remuneration (last drawn if applicable)	6,00,000 P.M	6,00,000 P.M	4,00,000 P.M	-
16.	Remuneration proposed to be paid	6,00,000 P.M	Remains unchanged	4,00,000 P.M	1,50,000 P.A as sitting fees
17.	Number of meetings of the Board attended.	FY 2025-26-100% (10 meetings held) FY 2026-27 (till date of Postal ballot Notice)-100% (1 meeting held)	FY 2025-26-100% (10 meetings held) FY 2026-27 (till date of Postal ballot Notice)-100% (1meeting held)	-	-
18.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming a part of this Notice.	Please refer to the Explanatory Statement forming a part of this Notice.	Please refer to the Explanatory Statement forming a part of this Notice.	Please refer to the Explanatory Statement forming a part of this Notice.