



Regd Off: A.T Palace, Kotwali Chowk, Sadar Bazar, Raipur (C.G) 492001

CIN: L27205CT2010PLC022055 Telephone No.: 0771-2234737

Website: www.eightyjewels.in Email id: info@eightyjewels.in

NOTICE OF 16TH ANNUAL GENERAL MEETING

Notice is hereby given that the 16th Annual General Meeting (AGM) of the Members of EIGHTY JEWELLERS LIMITED will be held on **Tuesday, 29th September, 2026 at 12:00 Noon at A.T. Palace, Kotwali Chowk, Sadar Bazar, Raipur (C.G) 492001** to transact following Business:

ORDINARY BUSINESS

1. To consider, approve and adopt the Audited Financial Statement of the Company comprising the Balance Sheet as on March 31, 2026, Statement of Profit & Loss and Notes thereto for the financial year ended on March 31, 2026 together with the Report of the Board of Directors and Auditors' thereon:

“RESOLVED THAT the audited standalone financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To re-appoint Mrs. Ankita Bardia (DIN: 09331383), who retires by rotation and, being eligible, offers herself for re-appointment:

“RESOLVED THAT Mrs. Ankita Bardia (DIN: 09331383), who retires by rotation at this AGM and, being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS

3. To re-appoint Mr. Nikesh Bardia (DIN: 01008682) as the Managing Director of the Company and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with the provisions of the Section 2(51), 196, 197, 203 and other relevant provisions of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Nikesh Bardia (DIN: 01008682) as the Managing Director of the Company, for a further period of 5 (five) years commencing from 06th December, 2026, to 05th December, 2031, on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the explanatory statement annexed to the Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Nikesh Bardia (DIN: 01008682).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

4. To re-appoint Mr. Nitin Kumar Bardia (DIN: 01515731) as the Whole-Time Director of the Company and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read along with the provisions of the Section 2(51), 203, 196, 197 and other relevant provisions of the Companies Act, 2013 read with schedule V of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Nitin Kumar Bardia (DIN: 01515731) as the Whole-time Director (designated as Executive Director) of the Company, for a period of 5 (five) years commencing from 06th December, 2026, to 05th December, 2031, on the terms and conditions as

recommended by the Nomination and Remuneration Committee and approved by the Board of Directors including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period, as set out in the explanatory statement annexed to the Notice with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Mr. Nitin Kumar Bardia (DIN: 01515731).

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

5. To re-appoint Mr. Rishabh jain (DIN: 09404882) as an independent director for the second term of 5 (five) consecutive years and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to Regulations 16, 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors (“the Board”), Mr. Rishabh jain (DIN: 09404882), who was appointed as an Independent Director (“ID”) of the Company and who holds office of ID till 05th December, 2026 and being eligible and who has submitted a declaration that he meets with the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an ID of the Company for the second term of 5 (five) consecutive years from 06th December, 2026 to 05th December, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

6. To re-appoint Mr. Pawan Bardia (DIN: 09405197) as an independent director for the second term of 5 (five) consecutive years and in this regard, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to Regulations 16, 17, 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors (“the Board”), Mr. Pawan Bardia (DIN: 09405197), who was appointed as an Independent Director (“ID”) of the Company and who holds office of ID till 05th December, 2026 and being eligible and who has submitted a declaration that he meets with the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an ID of the Company for the second term of 5 (five) consecutive years from 06th December, 2026 to 05th December, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Place: Raipur

Date: 01/09/2026

For and on behalf of the Board of Directors of
Eighty Jewellers Limited

(sd/-)

Nikesh Bardia
Managing Director

DIN: 01008682

Address: A.T Palace, Kotwali Chowk,
Sadar Bazar, Raipur (C.G) 492001

NOTES FOR MEMBERS' ATTENTION:

1. The Explanatory Statement, which sets out details pursuant to Section 152 of Companies Act, 2013 read with Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") is also annexed.
2. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. All the documents referred to in the accompanying notice and explanatory are open for inspection at the Registered Office of the Company during business hours from Monday to Saturday up to the date of this Annual General Meeting of the Company.
4. Corporate members intending to send their authorized representatives to attend the meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
5. The notice of AGM along with Annual Report for 2025-26 is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies of Notice of AGM are being sent by the permitted mode.
6. This notice along with Annual Report for 2025-26 is being sent to all members of the Company, whose name appears in the Register of Members / list of beneficiaries received from the depositories as on Friday, 28th August, 2026.

7. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including client ID and DP ID, and signed.
8. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's website, being www.eightyjewels.in. Kindly bring your copy of Annual Report to the meeting.
9. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. A route map showing direction to reach the venue of the AGM is given at the end of this notice as per the requirement of Secretarial Standards -2 on General Meeting.
11. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015, however, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial Standards on General Meeting (issued by the Institute of company Secretaries of India ("ICSI") and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its members through remote e-voting platform provided by the NSDL to cast their votes.
12. The members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the notice.
13. Members voting rights shall be in proportion to his/her paid up share capital of the company. In case of joint holders attending the meeting together, only whose name appearing first, will be entitled to vote.

14. The persons whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on Tuesday, 22nd September, 2026 i.e cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting.
15. The members may cast their votes on electronic voting system from place other than the venue of the Meeting (remote E-voting). The remote E-voting period shall commence at 09:00 AM on Friday, 25th September, 2026 and will end at 05:00 PM on Monday, 28th September, 2026. During this period, the shareholders of the company holding shares either in physical form or in dematerialized form as on Cutoff date i.e. Tuesday, 22nd September, 2026 may cast their vote electronically. The E-voting module shall be disabled by the NSDL thereafter.
16. In addition, the facility for voting through Ballot Papers shall also be made available at the AGM and the members attending the AGM who have not cast their votes through Remote e-voting shall be eligible to vote at the Annual General meeting.
17. The Company has appointed M/s. Anil Agrawal & Associates, Companies Secretaries, to act as Scrutinizer, to scrutinize the entire e-voting process as well as voting in the Annual General Meeting in a fair and transparent manner. The Scrutinizer shall immediately, after the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and not later than 2 days from the conclusion of meeting, make a Scrutinizer's report of the votes cast in favour or against, if any, to the Chairman of the Company, who shall Counter sign the same. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Website of the Company www.eightyjewels.in immediately after the result is declared by the Chairman and communicated to BSE Limited.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 25th September, 2026 at 09:00 AM and ends on Monday, 28th 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 their record date (cut-off date) i.e Tuesday, 22nd 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 Tuesday, 22nd 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 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

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 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>
3. 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.

	4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
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. 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. 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 & New System Myeasi 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.
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.

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 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 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 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 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 use 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.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 agrawal4all@gmail.com with a copy marked to evoting@nsdl.co.in. 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 (info@eightyjewels.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 (info@eightyjewels.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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

EXPLANATORY STATEMENT

AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the business proposed under Item Nos. 3, 4, 5 and 6 of this Notice.

Item No. 3

Mr. Nikesh Bardia is the Chairperson and Managing Director of the Company. He has been on the Board of Directors since the inception of the Company. His term as Managing Director will come to end on 05th December, 2026. Hence, it is proposed to consider his re-appointment. Considering his extensive experience, knowledge and understanding of the jewellery industry, particularly in the areas of gold and diamond jewellery, retail operations, procurement, marketing and business development, the Board is of the opinion that his continued leadership would be beneficial to the Company. Hence, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, it is decided to recommend his re-appointment in order to avail his services as the Managing Director without any disruption. Accordingly, it is proposed to approve the re-appointment of Mr. Nikesh Bardia as the Managing Director of the Company, liable to retire by rotation, for a further term of five consecutive years commencing from 06th December, 2026 upto 05th December, 2031. Mr. Nikesh Bardia is not disqualified from being appointed as the Managing Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as the Managing Director and has given his consent to act as a director. Further, pursuant to the Section 196, 197 read with Schedule V of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 01st September, 2026, had re-appointed Mr. Nikesh Bardia as the Managing Director of the Company w.e.f. 06th December, 2026 subject to the approval of Members. Details of Mr. Nikesh Bardia are provided in the “Annexure 1” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. The Board seeks the consent of the Members of the Company, for the re-appointment of Mr. Nikesh Bardia as the Managing Director for a period of five years at the same remuneration being drawn by him during his previous tenure.

Brief profile: Mr. Nikesh Bardia has been on the Board of Eighty Jewellers Limited since inception and serves as Chairman and Managing Director. He has over two decades of experience in the jewellery sector, understanding of customer preferences and market trends, and expertise in areas such as sourcing, merchandising, retail operations, sales, marketing and business expansion have contributed to the Company's business growth. His continued leadership is expected to support the Company's future expansion, strengthen its brand presence and enhance customer confidence.

Mr. Nikesh Bardia is interested in the resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Relatives of Mr. Nikesh Bardia may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 3 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 4

Mr. Nitin Kumar Bardia is the Whole time Director of the Company. He has been on the Board of Directors since the inception of the Company. His term as the whole time Director will come to end on 05th December, 2026. Hence, it is proposed to consider his re-appointment. The Board of Directors, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee (the “NRC Committee”), considered his professional background, expertise and experience, on the basis of which it was decided to recommend the re-appointment of Mr. Nitin Kumar Bardia as the Whole Time Director of the Company. Accordingly, it is proposed to approve the re-appointment of Mr. Nitin Kumar Bardia as the Whole Time Director of the Company, liable to retire by rotation, for a further term of five consecutive years commencing from 06th December, 2026 upto 05th December, 2031. Mr. Nitin Kumar Bardia is not disqualified from being appointed as the whole-time Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority from being appointed as the whole time Director and has given his consent to act as a director. Further, pursuant to the Section 196, 197 read with Schedule V of the Companies Act, 2013, on recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 01st September, 2026, had re-appointed Mr. Nitin Kumar Bardia as the Whole Time Director of the Company subject to the approval of Members.

Details are provided in the “Annexure 1” to the Notice, pursuant to the provisions of

(i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and

(ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

The Board seeks the consent of the Members of the Company, for the re-appointment of Mr. Nitin Kumar Bardia as the Whole Time Director for a period of five years at the same remuneration i.e Rs. 48,00,000/- annually being drawn by him during his previous tenure.

Brief profile: Mr. Nitin Kumar Bardia has been on the Board of Eighty Jewellers Limited since inception and serves in the capacity of Executive Director. He possesses extensive experience and understanding of the gems and jewellery business, including procurement, inventory management, retail operations, sales, customer relations and business development. His knowledge of the Company's operations and understanding of the dynamics of the jewellery market have enabled him to effectively discharge the responsibilities entrusted to him.

Mr. Nitin Kumar Bardia is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Relatives of Mr. Nitin Kumar Bardia may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. Accordingly, consent of the members is sought by way of a Special Resolution respectively as set out in Item No. 4 of the Notice.

The Board recommends the Resolution for your approval.

Item No. 5

Mr. Rishabh Jain was appointed as Non-Executive Independent Director by way of a special resolution passed by the members at the Extra Ordinary General Meeting of the Company held on 06th December, 2021 with effect from 06th December, 2021 for period of five years upto 05th December, 2026.

The Board of Directors of the Company meeting held on dated 01st September, 2026, had approved and recommended to the members, the Re-appointment of Mr Rishabh Jain as Independent Director for a Second term of 5 (Five) consecutive years on the Board of the Company, effective from 06th December, 2026 to 05th December, 2031.

The Board is of the view that the continued association of Mr. Rishabh Jain as an Independent Director would be beneficial to the Company and would provide valuable independent perspective and guidance in matters relating to the Company's business, governance and future growth.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms up to five consecutive years each. Mr. Rishabh Jain fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the LODR Regulations. Further, Mr. Rishabh Jain is not disqualified to act as Director of the Company. The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Rishabh Jain has been provided in the "Annexure-1" to the Notice. In terms of the provisions of the Companies Act, 2013, Mr. Rishabh Jain has filed requisite consent(s)/disclosures before the Board.

The Board seeks the approval of members for the appointment of Mr. Rishabh Jain as an independent director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Except Mr. Rishabh Jain, being an appointee, none of the Directors and Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item no. 5 of the Notice for approval by the Members.

Item No. 6

Mr. Pawan Bardia (DIN: 09405197) was appointed as Non-Executive Independent Director by way of a special resolution passed by the members at the Extra Ordinary General Meeting of the Company held on 06th December, 2021 with effect from 06th December, 2021 for period of five years upto 05th December, 2026.

The Board of Directors of the Company meeting held on dated 01st September, 2026, had approved and recommended to the members, the Re-appointment of Mr. Pawan Bardia (DIN: 09405197) as Independent Director for a Second term of 5 (Five) consecutive years on the Board of the Company, effective from 06th December, 2026 to 05th December, 2031.

The Board is of the view that the continued association of Mr. Pawan Bardia (DIN: 09405197) as an Independent Director would be beneficial to the Company and would provide valuable independent perspective and guidance in matters relating to the Company's business, governance and future growth.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms up to five consecutive years each Mr. Pawan Bardia fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the LODR Regulations. Further, Mr. Pawan Bardia is not disqualified to act as Director of the Company. The necessary information/disclosure in compliance with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India relating to Mr. Pawan Bardia has been provided in the "Annexure-1" to the Notice. In terms of the provisions of the Companies Act, 2013, Mr. Pawan Bardia has filed requisite consent(s)/disclosures before the Board

The Board seeks the approval of members for the appointment of Mr. Pawan Bardia as an independent director of the Company pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

Except Mr. Pawan Bardia, being an appointee, none of the Directors and Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution set out at Item No. 6 of the Notice.

The Board recommends the Special Resolution set out at Item no. 6 of the Notice for approval by the Members.

**ANNEXURE-1: BRIEF PROFILE OF DIRECTORS RETIRING BY
ROTATION/REAPPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

Details of Directors as required in Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in Secretarial Standards-II on General Meetings

Name	Mrs. Ankita Bardia	Mr. Nikesh Bardia
Date of Birth, Age	09/08/1988, 38	01/06/1983, 44
Director Identification Number	09331383	01008682
Educational Qualification Graduated, Bachelor of Commerce	Bachelor of Commerce	B.E, PGDM
Experiences	She has experience of over 13 years working in the field of Gems & Jewellery.	He has experience of over two decade in working in the field of Gems & Jewellery.
Expertise in specific functional areas	Sales	Sales and Management
Date of Appointment	12.10.2021	15/09/2010 as Director and 06/12/2021 as MD
Directorship held in another Listed Company in India	NIL	NIL
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Membership in Committees	Nomination and Remuneration Committee: Eighty Jewellers Limited	Audit Committee, Stakeholder Relationship Committee: Eighty Jewellers Limited
Shareholding in Eighty Jewellers Limited	2000 shares	4187994 Shares
Number of board meeting attended during the year	5	5
Remuneration drawn /Sitting fees/ Commission	Sitting fees is fixed at Rs. 50,000/- for a FY	Rs. 48,00,000/- per year
Relationship with other directors inter-se	Wife of Nikesh Bardia, MD	Brother of Nitin Baradia, WTD

Name	Mr. Nitin Bardia	Mr. Rishabh Jain
Date of Birth, Age	10/02/1980, 47	04/12/1997, 29
Director Identification Number	01515731	09404882
Educational Qualification Graduated, Bachelor of Commerce	Business Administration	Chartered Accountant
Experiences	He has experience of over two decade in working in the field of Gems & Jewellery.	He has experience in the field of finance and accounting.
Expertise in specific functional areas	Sales	Finance
Date of Appointment	15/09/2010 as Director and 06/12/2021 as WTD	06/12/2021
Directorship held in another Listed Company in India	NIL	NIL
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Membership in Committees	NIL	Audit Committee, Nomination and remuneration Committee Stakeholder Relationship Committee Eighty Jewellers Limited
Shareholding in Eighty Jewellers Limited	2465250 shares	NIL
Number of board meeting attended during the year	4	5
Remuneration drawn /Sitting fees/ Commission	Rs. 4800000/- per annum	Sitting fees is fixed at Rs. 50,000/- for a FY
Relationship with other directors inter-se	Brother of Nikesh Bardia, MD	-

Name	Mr. Pawan Bardia
Date of Birth, Age	31/10/1992, 34

Director Identification Number	09405197
Educational Qualification Graduated, Bachelor of Commerce	B.Com
Experiences	He has over the decade experience in operations and management
Expertise in specific functional areas	Operations and management
Date of Appointment	06/12/2021
Directorship held in another Listed Company in India	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Membership in Committees	Audit Committee, Nomination and remuneration Committee Stakeholder Relationship Committee Eighty Jewellers Limited
Shareholding in Eighty Jewellers Limited	NIL
Number of board meeting attended during the year	5
Remuneration drawn /Sitting fees/ Commission	Sitting fees is fixed at Rs. 50,000/- for a FY
Relationship with other directors inter-se	Nil

Form No. MGT-11

PROXY FORM

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

Annual General Meeting held on Tuesday, 29th September, 2026

CIN: L27205CT2010PLC022055

NAME OF THE COMPANY: EIGHTY JEWELLERS LIMITED

**REGISTERED OFFICE: A.T PALACE, KOTWALI CHOWK, SADAR BAZAR, RAIPUR (C.G)
492001**

Name of the member (s):
Registered address :
E-mail Id:
Folio No/ Client Id : DP ID :

I/We, being the member (s) of..... shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature..... , or failing him

2. Name:

Address:

E-mail Id:

Signature..... , or failing him

3. Name:

Address:

E-mail Id:

Signature..... , or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 16th Annual General Meeting (AGM) of the Members of Eighty Jewellers Limited will be held on Tuesday, 29th September, 2026 at 12:00 noon at A.T. Palace, Kotwali Chowk, Sadar Bazar, Raipur (C.G) 492001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Resolution			
1	Adoption of Audited Financial Statement for the financial year 2025-26 and the reports of the Board of Directors and Auditors thereon.		
2	To re-appoint Mrs. Ankita Bardia (DIN: 09331383), who retires by rotation and, being eligible, offers herself for re-appointment.		
Special Resolution			
3	To re-appoint Mr. Nikesh Bardia (DIN: 01008682) as the Managing Director of the Company.		
4	To re-appoint Mr. Nitin Kumar Bardia (DIN: 01515731) as the Whole-Time Director of the Company.		
5	To re-appoint Mr. Rishabh Jain (DIN: 09404882) as an independent director for the second term of 5 (five) consecutive years.		
6	To re-appoint Mr. Pawan Bardia (DIN: 09405197) as an independent director for the second term of 5 (five) consecutive years.		

Signed this..... day of 20....

Signature of shareholder Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

(To be handed over at the Registration Counter)

Annual General Meeting held on Tuesday, 29th September, 2026

Registered Folio / DP ID & Client ID

Name and address of the Shareholder

1. I, hereby record my presence at 16th Annual General Meeting (AGM) of the Members of Eighty Jewellers Limited will be held on Tuesday, 29th September, 2026 at 12:00 noon at A.T. Palace, Kotwali Chowk, Sadar Bazar, Raipur (C.G) 492001.

Signature of Shareholder/Proxy Present:

Shareholder/ Proxy holder wishing to attend the meeting must bring the duly signed attendance Slip to the meeting.

Shareholder/Proxy Holder attend the meeting is requested to bring his/her copy of the Annual Report.

Note: Please complete the Attendance slip and hand it over at the Registration counter at the venue

VENUE OF THE MEETING

**ANOPCHAND TILOKCHNAD JEWELLERS, A.T. PALACE, KOTWALI CHOWK, SADAR
BAZAR, RAIPUR (C.G) 492001**

