

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

NOTICE OF 15th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 15th Annual General Meeting ("AGM") of the Members of **M/s Unique Chains and Jewels Limited (Formerly known as Unique Chains and Jewels Private Limited) (the Company)** will be held on Tuesday 12th day of August, 2025 at 5.00 p. m. at the Registered Office of the Company at Floor Entire-2nd, Bullion House, 115/121, Mumbadevi Road, Tambakata, Mumbai-400003 and (IST) either in person and through Video Conference/other Audio-Visual Means (VC/OAVM), at short notice, to transact the following business:

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

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Standalone Financial Statements for the financial year ended 31st March, 2025 and the Reports of the Board of Directors and Auditors thereon.**

"RESOLVED THAT the Audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2025 comprising of statement of Balance sheet, profit and loss and cash flow statement for the Financial Year ended on that date, together with the notes thereto, and Reports of the Board of Directors and Auditors thereon, as circulated to the members and laid before this meeting be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Prem Rajkumar Mehra (DIN:03026558), Whole-Time Director retired by rotation being eligible for re-appointment, offers himself for re-appointment.**

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Mr. Prem Rajkumar Mehra (DIN: 03026558), Whole-Time Director, who retires by rotation at this meeting, being eligible for re-appointment has confirmed his eligibility and willingness to accept the office, be and is hereby re-appointed as a Whole-Time Director of the company on the same terms and conditions as approved by the Members."

SPECIAL BUSINESS:

3. **To appoint M/S V K Suthar & Associates as a Secretarial Auditor of the Company.**

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to such modifications as may be applicable from time to time, and based on the recommendations of the Board of Directors **M/S V K Suthar & Associates** Company Secretaries Firm (Practicing Company

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

Secretary) (**COP No.10145**) (**Peer Review No.:4570/2023**), having office at 14, Supariwala House, 1st Floor, 293 Princess Street, Nr Flyover, Marine Lines, Mumbai – 400 002, Maharashtra be and are hereby appointed as the Secretarial Auditor of the Company, for a term of five consecutive years commencing from the Financial Year 2025-26 till the Financial Year 2029-30, at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions of the appointment, including the remuneration payable to the Secretarial Auditor, and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

4. Approval for Re-designation of Mr. Prem Rajkumar Mehra (DIN: 03026558), Executive Director as Executive Chairman of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V of the Act, and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-designate Mr. Prem Rajkumar Mehra as Chairman and Executive Director of the Company (DIN:03026558) for a period of 5 Years with effect from 28th July 2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his re-designation), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said re-designation in such manner as may be agreed to between the Board and Mr. Prem Rajkumar Mehra.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals – statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

5. Approval for Re-designation of Mr. Saiyam Prem Mehra (DIN: 03026974), Executive Director as Chief Executive Officer (CEO) of the Company.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V of the Act, and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-designate Mr. Saiyam Prem Mehra as Chief Executive Officer (CEO) of the Company (DIN:03026974) for a period of 5 Years with effect from 28th July 2025 upon the terms and

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his re-designation), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said re-designation in such manner as may be agreed to between the Board and Mr. Saiyam Prem Mehra.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

6. Approval for Re- Designation of Mr. Ankit Prem Mehra (DIN: 03027011), Executive Director as Chief Operating Officer (COO) of the Company.

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V of the Act, and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to re-designate Mr. Ankit Prem Mehra as Chief Operating Officer (COO) of the Company (DIN:03027011) for a period of 5 Years with effect from 28th July 2025 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his re-designation), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said re-designation in such manner as may be agreed to between the Board and Mr. Ankit Prem Mehra.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

7. Approval for appointment of Mr. Jitendra Pratap Singh(DIN: 07049787) as an Independent Director of the Company for a term of Five Consecutive Years with effect from April 1, 2025.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Jitendra Pratap Singh(DIN: 07049787), who was appointed as an Additional Director of the Company with effect from April 01, 2025 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five (5)consecutive years commencing from April 01, 2025."

8. Approval for appointment of Mr. Amit Sinha(DIN: 10961407)as an Independent Director of the Company for a term of Five Consecutive Years with effect from April 1, 2025.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Amit Sinha(DIN: 10961407), who was appointed as an Additional Director of the Company with effect from April 01, 2025 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five (5)consecutive years commencing from April 01, 2025."

9. Approval for appointment of Mrs. Vijayalakshmi Suvarna(DIN: 01722538)as an Independent Women Director of the Company for a term of Five Consecutive Years with effect from April 1, 2025.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mrs. Vijayalakshmi Suvarna(DIN: 01722538), who was appointed as an Additional Director of the Company with effect from April 01, 2025 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five(5) consecutive years commencing from April 01, 2025."

10.Approval of the Related Party Transactions Under Section 188 of the Companies Act, 2013.

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 and other applicable provisions if any read with the Companies (Meeting of Board and its powers) Rules, 2014 and subject to such approvals, consent, sanctions and permissions as may be necessary, consent of members of the company be and is hereby accorded to the Board of Directors to enter into contracts and/or agreements with the related parties as defined under the Act with respect to sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Uniqae Chains and Jewels Limited

profit in the company, or its subsidiary (if any) or associate company or any other transactions of whatever nature with the related party up to the maximum Rs. 500 Crores per annum.

By Order of the Board of Directors
For **Unique Chains and Jewels Limited**

Ankit Prem Mehra
Director
DIN: 03027011

Date: 28th July, 2025
Place: Mumbai

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting and the Proxy Form are annexed to this Notice.
3. The Explanatory Statement pursuant to Section 102 of the Act read with Rules setting out the material facts pertaining to the proposed resolutions and reasons thereof are annexed for your consideration and requisite action.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
5. The Register of Contracts or Arrangements in which Directors are interest, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
6. Relevant documents referred in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, between 11.00 a.m. and 01.00 p.m. up to the date of the Meeting.
7. The Annual Report of the Annual General Meeting (hereinafter referred to as "AGM") is being sent to all the Members, whose names appear in the Register of Members as on the record date.
8. The Ministry of Corporate Affairs ("MCA"), vide its General circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 09/2024 dated September 19, 2024 (collectively "MCA Circulars"), have permitted Companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 and Rules made thereunder, the 15th AGM of the Company is being convened and conducted either in person and through VC. The Registered Office of the Company shall be deemed to be the venue for the AGM.
9. The Members have the option to participate in the Meeting either in person or through Video Conferencing/Other Audio-Visual Means (OAVM). Members may access the platform to attend the AGM through VC at:

<https://us06web.zoom.us/j/83672784801?pwd=D7b1q51autEiOcetc3v07cckMD3seQ.1>

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

Meeting ID: 836 7278 4801
Passcode: 2025

10. *As per the provisions under the MCA Circulars, Members attending the 15th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.*
11. *The attendance of the Members and Share Transfer Books of the Company will remain closed from 28th July, 2025 to 3rd August, 2025 (both days inclusive) for the purpose of 15th Annual General Meeting of the Company.*
12. *In accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (hereinafter referred to as "ICSI") read with Clarification/Guidance on applicability of Secretarial Standards – 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. The Route Map is annexed to this Notice.*

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

Route Map:



E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

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

Special Business:

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

Item No. 3: Appointment of M/s V K Suthar & Associates as Secretarial Auditor of the Company

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, certain classes of companies are required to annex with their Board's Report a Secretarial Audit Report issued by a Practising Company Secretary.

The objective of the Secretarial Audit is to verify compliance with applicable laws, adherence to good corporate governance practices, and ensure conformity with the applicable regulatory framework.

Further, as per other applicable provisions, a company may appoint a peer-reviewed firm of Company Secretaries, in accordance with guidelines issued by the Institute of Company Secretaries of India (ICSI), as its Secretarial Auditor, for a term not exceeding two consecutive periods of five years each, subject to the approval of shareholders in the General Meeting.

Considering the above, the Board of Directors of the Company has recommended the appointment of M/s V K Suthar & Associates, Practising Company Secretaries (Proprietor: Mr. Vikas K. Suthar, COP No. 10145), as Secretarial Auditor of the Company for a term of five consecutive financial years, commencing from Financial Year 2025–26 to Financial Year 2029–30, subject to approval of the members at the ensuing Annual General Meeting.

M/s V K Suthar & Associates has:

- Provided consent to act as Secretarial Auditor of the Company;
- Confirmed that they have undergone the Peer Review process of ICSI and hold a valid Peer Review Certificate (No. 4570/2023); and
- Declared that they are not disqualified from being appointed as Secretarial Auditor under the applicable provisions of the Companies Act, 2013 and rules made thereunder.

After evaluating their credentials, expertise, and experience, the Board recommends their appointment on such terms and conditions, including remuneration, as may be mutually agreed between the Board and the Auditor.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

Item No. 4: Approval for Re-designation of Mr. Prem Rajkumar Mehra (DIN: 03026558), Executive Director as Executive Chairman of the Company.

Mr. Prem Rajkumar Mehra (DIN:03026558) has been the Promoter and First Director of the Company for a period of 15 years from June 19, 2010. Mr. Prem Rajkumar Mehra has completed his graduation as Bachelor of Commerce from DAV College, Amritsar, in the year 1980. He has a deep understanding of market dynamics and helps the Company to navigate the business cycle successfully. He is actively involved in customer experiences and delights and nurtures all critical domestic as well as an international relationship. He guides the social media and related activities of the Company.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 28th July, 2025 have re-designated Mr. Prem Rajkumar Mehra as an Executive Chairman of the Company for a period of 5 years with effect from 28th July, 2025 on the remuneration and terms and conditions as mentioned in the agreement. The terms and conditions of re-designation of Mr. Prem Rajkumar Mehra shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-designation and the terms of remuneration payable to Mr. Prem Rajkumar Mehra require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly. The Board recommends the Resolution at Item No. 4 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Prem Rajkumar Mehra and his relatives.

Item No. 5: Approval for Re-designation of Mr. Saiyam Prem Mehra (DIN: 03026974), Executive Director as Chief Executive Officer (CEO) of the Company.

Mr. Saiyam Prem Mehra (DIN:03026974) has been the Promoter and Director of the Company for a period from August 02, 2010. After completing his Graduation as Bachelor of Commerce from HR College, Mumbai in the year 2007, he pioneered to set up first foot print of Unique Chains outside Mumbai, where he went on to establish sales office in Delhi. He stayed in Delhi for about close to a year to stabilize the foot print of business outside Mumbai.

To spread the foot print of the Company further into new geography, he went on to establish new marketing office at Kolkata. In the year 2017 he went on to establish one of the biggest offices in prestigious Zaveri Bazaar which happens to be one of the biggest hub of gold Jewellery market across India. Thus, Mr. Saiyam Prem Mehra brings with him about more than 2 decades of unparalleled experience in gem and jewellery business. He is responsible for entire sales of the Company and leads a team of about 50 +sales persons.

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 28th July, 2025 have re-designated Mr. Saiyam Prem Mehra as Chief Executive Officer (CEO) of the Company for a period of 5 years with effect from 28th July, 2025 on the remuneration and terms and conditions as mentioned in the agreement. The terms and conditions of re-designation of Mr. Saiyam Prem Mehra shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-designation and the terms of remuneration payable to Mr. Saiyam Prem Mehra require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly. The Board recommends the Resolution at Item No. 5 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Saiyam Prem Mehra and his relatives.

Item No. 6: Approval for Re- Designation of Mr. Ankit Prem Mehra (DIN: 03027011), Executive Director as Chief Operating Officer (COO) of the Company.

Mr. Ankit Prem Mehra (DIN:03027011) has been the Promoter and First Director of the Company for a period from June 19, 2010. He graduated as Bachelor of Commerce in the year 2009 from H R College of Commerce and was equally involved in shaping and navigating the business to the present status as one of the most preferred wholesale jewellery manufacturers and B2B suppliers to some of the most marquee and prestigious retail chains in domestic as well as international market.

He is passionate about finance and is responsible for entire funds management, accounts, compliance and purchases for the Company. With over 2 decades of his hands experience as a promoter of the company he has mastered the art of Supply Chain management, a critical aspect of Company's business, ensuring optimum utilization of resources, cost effectiveness and timely delivery to all stake holders in entire value chain of Company's business. Having deeper understanding of various statutory compliances, he ensures that the Company remains compliant in all statutory matters. As one of the critical business requirements, Mr. Ankit Prem Mehra ensures maintaining optimum level of inventory, a critical component for business continuity and profitability at the Company's Mumbai, Delhi and Kolkata branches.

In terms of the provisions of the Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meetings held on 28th July, 2025 have re-designated Mr. Ankit Prem Mehra as Chief Operating Officer (COO) of the Company for a period of 5 years with effect from 28th July, 2025 on the remuneration and terms and conditions as mentioned in the agreement. The terms and conditions of re-designation of Mr. Ankit Prem Mehra shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

Company.

In accordance with the provisions of Sections 196, 197 & other applicable provisions of the Act, read with Schedule V to the said Act, the proposed re-designation and the terms of remuneration payable to Mr. Ankit Prem Mehra require approval of members by passing Special Resolution. Hence, the members are requested to pass the Special Resolution accordingly. The Board recommends the Resolution at Item No. 6 for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution except Mr. Ankit Prem Mehra and his relatives.

Item No. 7: Approval for appointment of Mr. Jitendra Pratap Singh(DIN: 07049787) as an Independent Director of the Company for a term of Five Consecutive Years with Effect from April 1, 2025.

Mr. Jitendra Pratap Singh (DIN:07049787) was appointed as an Additional Director of the Company with effect from April 01, 2025 by the Board of Directors under Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Jitendra Pratap Singh holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director.

Mr. Jitendra Pratap Singh is a MBA from FMS Delhi University, Delhi and has done his Masters in Economics from KKDC Kanpur University. He has 36 years of diversified and extensive experience in the BFSI sector across 2 reputed organizations with excellent exposure on entire gamut of banking functions, last 10 years in strategy and policy formulation as part of Bank's top management team. He has been a President and Head, Commercial Bank Coverage Group, Axis Bank Ltd. and has managed a large team size of more than 2500 employees. He has managed a business having INR 900 billion assets and INR 150 billion liabilities which contributed to INR 11 billion to the Bank's bottom line.

In terms of Section 149 and other applicable provisions of the Act, Mr. Jitendra Pratap Singh is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Mr. Jitendra Pratap Singh as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director for a term of 5 years with effect from April 01, 2025 till March 31, 2030.

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

In the opinion of the Board, Mr. Jitendra Pratap Singh fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Jitendra Pratap Singh as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Jitendra Pratap Singh shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

None of the Directors other than Mr. Jitendra Pratap Singh, Key Managerial Personnel or their relatives is concerned or interested in the Resolution at Item No.7 of the Notice.

Item No. 8: Approval for appointment of Mr. Amit Sinha(DIN: 10961407)as an Independent Director of the Company for a term of Five Consecutive Years with Effect from April 1, 2025.

Mr. Amit Sinha (DIN:10961407) was appointed as an Additional Director of the Company with effect from April 01, 2025 by the Board of Directors under Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In terms of Section 161(1) of the Act, Mr. Amit Sinha holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director.

Mr. Amit Sinha, a professional with over 34 years of experience in the BFSI industry. The first seventeen years were in the Securities Market (Custodian + Depository) and the next seventeen years in Pension Administration. He has done his MBA in Marketing from Amravati University, Maharashtra and has further done Program on Empowerment of Managers from Indian Institute of Management, Ahmedabad. His most recent title was Group Head: Social Security and Welfare at Protean eGov Technologies Ltd. This was a CXO-level role with a reporting line to the Board and Managing Director. He had the responsibility for running the 'Pension Administration' (National Pension System- NPS) business as well as build a new vertical to support financial inclusion through CSR initiatives and private philanthropy. His additional responsibility was to take the Pension platform in different international geographies through collaboration with local players.

In terms of Section 149 and other applicable provisions of the Act, Mr. Amit Sinha is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Mr. Amit Sinha as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director for a term of 5 years with effect from April 01, 2025 till March 31, 2030.

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AA8CU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

In the opinion of the Board, Mr. Amit Sinha fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Amit Sinha as Independent Director is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mr. Amit Sinha shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

None of the Directors other than Mr. Amit Sinha, Key Managerial Personnel or their relatives is concerned or interested in the Resolution at Item No.8 of the Notice.

Item No. 9: Approval for appointment of Mrs. Vijayalakshmi Suvarna(DIN: 01722538)as an Independent Director of the Company for a term of Five Consecutive Years with Effect from April 1, 2025.

Mrs. Vijayalakshmi Suvarna (DIN:01722538) was appointed as an Additional Director of the Company with effect from April 01, 2025 by the Board of Directors under Section 161 of the Companies Act, 2013 and Articles of Association of the Company. In terms of Section 161(1) of the Act, Mrs. Vijayalakshmi Suvarna holds office only upto the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director.

Mrs. Vijayalakshmi Suvarna is a Gold Medalist in Human Resource Management from the University of Mumbai. She has done her Masters in Human Resource Development and Management from Narsee Monjee Institute of Management Studies, Mumbai and has further done an Executive Program in (Goldman Sachs 10000 Women) from Indian Institute of Management Studies (IIM, Bangalore) and has done Stanford Seed Spark Entrepreneurship Program from Stanford Business School, UK. With an experience of over 30 years in the Service Sector, including Hotels, HR Consultancy, Telecom and Media, her core competencies lie in diagnosing and transforming organizational processes, people management, human resource management, organizational behavior, personality analysis and psychology.

In terms of Section 149 and other applicable provisions of the Act, Mrs. Vijayalakshmi Suvarna is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act. As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Mrs. Vijayalakshmi Suvarna as Independent Director was placed before the Nomination & Remuneration Committee, which commends her appointment as Independent Director for a term of 5 years with effect from April 01, 2025 till March 31, 2030.

In the opinion of the Board, Mrs. Vijayalakshmi Suvarna fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mrs. Vijayalakshmi Suvarna as Independent Director

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AA8CU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

is now being placed before the Members in general meeting for their approval.

The terms and conditions of appointment of Mrs. Vijayalakshmi Suvarna shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.

None of the Directors other than Mrs. Vijayalakshmi Suvarna, Key Managerial Personnel or their relatives is concerned or interested in the Resolution at Item No.9 of the Notice.

Item No. 10: Approval the Related Party Transactions under Section 188 of the Companies Act, 2013.

The Company, in the ordinary course of its business and/or at arm's length basis, may enter into certain business transactions with related parties as defined under Section 2(76) of the Companies Act, 2013. These transactions may include sale, purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of services, appointment of agents, or such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company or other transactions of similar nature.

Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, mandates prior approval of shareholders through an ordinary resolution in case the value of the transactions with related parties exceeds the prescribed limits as specified under the said Rules.

In view of the expected business requirements and volume of transactions, it is proposed to obtain approval of the shareholders to authorize the Board of Directors of the Company to enter into related party transactions up to a maximum aggregate value of ₹500 Crores per annum.

All the transactions shall be at arm's length and in the ordinary course of business. The Board recommends the resolution as set out in Item No. 10 for approval of the shareholders as an Ordinary Resolution.

All the directors of the company are deemed to be concerned or interested in the proposal resolution either directly or indirectly.

By Order of the Board of Directors
For **Unique Chains and Jewels Limited**

Ankit Prem Mehra
Director
DIN: 03027011

Date: 28th July, 2025
Place: Mumbai

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

Annexure to the Notice (Annexure-I)

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]

UNIQUE CHAINS AND JEWELS LIMITED.

[CIN: U74900MH2010PLC204518]

Registered office: Floor Entire-2nd, Bullion House, 115/121, Mumbadevi Road, Tambakata, Mumbai Mumbai City Maharashtra 400003

Name of the Member(s):.....

Registered Address:.....

E-mail ID:

Folio/ DP ID - Client ID No.:

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

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 the 15th Annual General Meeting of the company, to be held on Tuesday 12th August, 2025 AT 5.00P.M. at Floor Entire-2nd, Bullion House, 115/121, Mumbadevi Road, Tambakata, Mumbai Mumbai City-400003 Maharashtra and at any adjournment thereof.

Signature of shareholder

Affix revenue stamp

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.

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

Annexure-II

ATTENDANCE SLIP

UNIQUE CHAINS AND JEWELS LIMITED

[CIN: U74900MH2010PLC204518]

Registered Office: Floor Entire-2nd, Bullion House, 115/121, Mumbadevi Road, Tambakata, Na
Mumbai Mumbai City Maharashtra 400003

15th Annual General Meeting-12th AUGUST, 2025

Name of the Member:

DPID :		Client ID/Folio No.	
--------	--	---------------------	--

Number of Shares held	
-----------------------	--

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 15th Annual General Meeting-12th AUGUST, 2025 at 5 p.m. at
Floor Entire-2nd, Bullion House, 115/121, Mumbadevi Road, Tambakata, Mumbai City,
Maharashtra 400003.

.....
Name of the member / proxy
(In BLOCK LETTERS)

.....
Signature of the member / proxy

*Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
Members are requested to bring their copies of the Annual Report to the AGM.*

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Chains and jewels Private Limited) (formerly known as Unique Chains Private Limited)

Regd Office - Bullion House, 2nd Floor, 115 Tambakatta Lane, Mumbadevi Road, Near Hotel Sharda, Mumbai - 400003

Tel.: 91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



UNIQUE

Unique Chains and Jewels Limited

Annexure- III

Detail of the Director seeking re-appointment at this Annual General Meeting (Pursuant to Section 152 (6) and (7) and Clause 1.2.3 of Secretarial Standard on General Meetings).

Name of Director	Prem Rajkumar Mehra
Date of Birth	08-06-1961
DIN No.	03026558
Date of Appointment	28th July, 2025
Qualification	Bachelor's degree in Commerce from DAV College, Amritsar
Experience in years	More than 15years.
No. of equity shares held in your Company	1,06,749
No. of Board Meeting(s) attended during FY 2024-25	12 (100%)
Relationship with other Directors and Key Managerial Personnel	Father Of Mr. Saiyam Prem Mehra and Mr. Ankit Prem Mehra
Terms and conditions of appointment	5 Years as Executive Chairman w.e.f. 28th July, 2025. Liable to retire by rotation.
Other Directorships in Companies /LLP	Unique Chains and Jewels LLP – Designated Partner
Details of remuneration paid	As Per the terms mentioned in the agreement.
Skills, expertise, knowledge and competencies of Director	He has vast experience and expertise over Marketing and operations of the company of more than 15 Years.

E-mail: uniquechains@gmail.com

Website: www.uniquechains.co.in

Order Department +91-8291813279

Account Section 022 23115031 / 022 2315029