

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Unique 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 - 400 003.
Tel.: +91-22-23115000 GST No. 27AABCU1931G1ZJ CIN No. U74900MH2010PLC204518



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NOTICE OF 16th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th Annual General Meeting ("AGM") of the Members of **Unique Chains and Jewels Limited (Formerly known as Unique Chains and Jewels Private Limited) ("the Company")** will be held on Thursday, 24th day of September, 2026 at 3.00 p.m. (IST) at the Registered Office of the Company situated at Floor Entire-2nd, Bullion House, 115/121, Mumbadevi Road, Tambakata, Mumbai-400003 and either in person or/and through Video Conference/other Audio-Visual Means (VC/OAVM), at shorter 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 (i) the Audited Standalone Financial Statements for the financial year ended 31st March, 2026 and the Reports of the Board of Directors and the Auditors thereon and (ii) the Audited Consolidated Financial Statements for the financial year ended 31st March, 2026 and the Report of the Auditors thereon.

"RESOLVED THAT the Audited Standalone Financial Statement of the Company for the Financial Year ended on March 31, 2026 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;

RESOLVED FURTHER THAT the Audited Consolidated Financial Statement of the Company for the Financial Year ended on March 31, 2026 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 Report of the Auditors thereon, as circulated to the members and laid before this meeting be and are hereby considered and adopted."

E-mail: uniquechains@gmail.com
Website: www.uniquechains.org

Order Department : +91-8291813279
Account Section 022 23115031 / 022 2315029

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- 2. To appoint a Director in place of Mr. Ankit Prem Mehra (DIN:03027011), 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. Ankit Prem Mehra (DIN: 03027011), 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. Approval for appointment of Mr. Shankar Iyer (DIN: 11639615) as an Independent Director of the Company for a term of Two (2) Consecutive Years with effect from August 14, 2026.**

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"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. Shankar Iyer (DIN: 11639615), who was appointed as an Additional Director of the Company with effect from August 14, 2026 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 two (2) consecutive years commencing from August 14, 2026."

- 4. To approve borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013:**

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute, to exercise its powers, including the powers conferred by this Resolution) borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate, by way of issue of debentures, commercial papers, long term / short term loans, suppliers' credit, securitised instruments such as floating rates notes, fixed rate notes, syndicated loans or any other instruments / securities otherwise permitted by law for the time being in force, such sum(s) of money(ies) in Indian Rupees and / or in any foreign currency from time to time, at its discretion, with or without security and on such terms and conditions as the Board may deem fit, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital, free reserves, that is to say, reserves not held apart for any specific purposes and

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Securities Premium amount of the Company, provided that the total amount so borrowed (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and outstanding at any time shall not exceed ₹ 10,000 Million (Rupees Ten Thousand Million only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized to sign and execute such document(s) / deed(s) / writing(s)/paper(s) / agreement(s) as may be required, to settle any question, difficulty or doubt that may arise in respect of the aforesaid borrowings and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

5. To approve creation of charge on movable and immovable properties of the Company both present and future, in respect of borrowing under Section 180(1)(a) of the Companies Act, 2013:

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers, including the powers conferred by this resolution) to create such mortgage, charge, hypothecation, transfer, sell and/or otherwise dispose of all or any part of the immoveable and / or moveable properties, tangible or intangible assets of the Company, both present and future, in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks / financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures/bonds whether partly / fully convertible or non-convertible (herein collectively referred to as "Loans") issued / to be issued by the Company, provided that the total amount of loans together with the interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said loans, shall not at any time exceed ₹ 10,000 Million (Rupees Ten Thousand Million only) or the aggregate of the paid-up capital, free reserves and securities premium of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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6. To consider, approve and pass limits under Section 186 of the Companies Act, 2013:

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT in supersession of the resolutions passed by the members and pursuant to the provisions of Section 186 of the Companies Act, 2013 ("**Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to exercise its powers to:

(i) to give any loans to any person or other body corporate; and/or

(ii) to give guarantee and/or to provide security in connection with a loan to any other body corporate or person and

(iii) to make investments or acquire by way of subscription, purchase or otherwise the securities of any other body corporate;

in one or more tranches and from time to time, up to the maximum amount of ₹ 5000 Million (Rupees Five Thousand Million Only); outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees /security/investments so far made together with the proposed loans/guarantees/security/investments to be made, exceeds the limits prescribed under Section 186 of the Act;

RESOLVED FURTHER THAT the Board or any person authorized by the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made from time to time and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

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

Parvati Dilip
Company Secretary
ACS:26160

Date: September 17, 2026

Place: Mumbai

E-mail: uniquechains@gmail.com

Website: www.uniquechains.org

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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 by electronic mode to all the Members, whose email addresses are available with the Company, unless any Member has requested for a physical copy of the same.
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 and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (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 16th 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.

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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:*

Join Zoom Meeting

<https://us06web.zoom.us/j/87163552130?pwd=DSnyly7aCWue7MXoL3RLakVhujq8qO.1>

Meeting ID: 871 6355 2130

Passcode: 2026

10. *As per the provisions under the MCA Circulars, Members attending the 16th AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.*
11. *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.*

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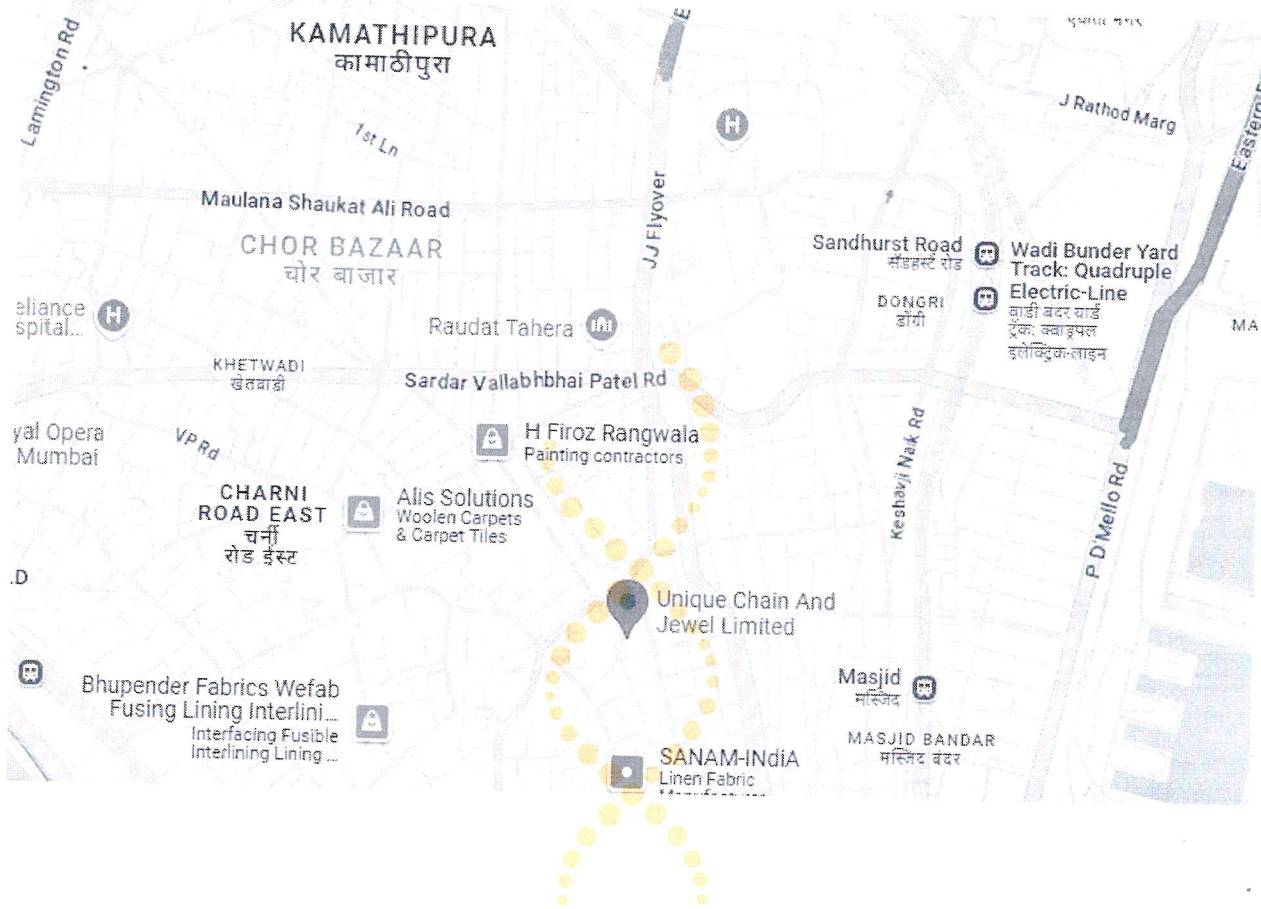


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Route Map:



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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: Approval for appointment of Mr. Shankar Iyer (DIN: 11639615) as an Independent Director of the Company for a term of Two (2) Consecutive Years with Effect from August 14, 2026.

Mr. Shankar Iyer (DIN:11639615) was appointed as an Additional Director of the Company with effect from August 14, 2026 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. Shankar Iyer holds office only up to the date of the forthcoming Annual General Meeting but is eligible for appointment as a Director.

Mr. Shankar Iyer is a senior banking professional with nearly 40 years of experience across corporate banking, infrastructure finance, and stressed asset recovery. He holds an MBA in Finance along with a degree in law (LLB), providing him with a strong foundation in both financial and legal aspects of lending and recovery. In his most recent role as General Manager at Punjab National Bank, he managed a credit recovery portfolio of approximately ₹ 40,000 crores (Rupees Forty Thousand Crores Only), handling large and complex stressed assets. His career reflects deep expertise in resolution strategies, lender negotiations, and regulatory frameworks.

In terms of Section 149 and other applicable provisions of the Act, Mr. Shankar Iyer 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, he shall hold office for a term of two (2) consecutive years on the Board of a company and is not liable to retire by rotation. The matter regarding appointment of Mr. Shankar Iyer as Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director for a term of Two (2) years with effect from August 14, 2026 till August 13, 2028.

In the opinion of the Board, Mr. Shankar Iyer 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. Shankar Iyer as Independent Director is now being placed before the Members in general meeting for their approval.

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

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None of the Directors other than Mr. Shankar Iyer, Key Managerial Personnel or their relatives is concerned or interested in this Resolution.

Item No. 4: To approve borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013:

As per Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a company can borrow monies in excess of the aggregate of its paid-up share capital, free reserves, and securities premium only with the approval of the shareholders by way of a Special Resolution. Considering the Company's future expansion plans, working capital requirements, and long-term financial commitments, it is proposed to increase the borrowing limits of the Company from the existing limit of ₹ 5000 Million (Rupees Five Thousand Million only) to ₹ 10,000 Million (Rupees Ten Thousand Million only), notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company.

The Board of Directors, in its meeting held on September 17, 2026, approved the proposal to seek shareholders' consent for increasing the borrowing limits of the Company up to ₹ 10,000 Million (Rupees Ten Thousand Million only), pursuant to Section 180(1)(c) of the Companies Act, 2013.

Accordingly, the approval of the members is sought by way of a Special Resolution pursuant to Section 180(1)(c) of the Companies Act, 2013, authorising the Board of Directors to borrow monies, from time to time, up to an aggregate amount of ₹ 10,000 Million (Rupees Ten Thousand Million only).

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

Item No. 5: To approve creation of charge on movable and immovable properties of the Company both present and future, in respect of borrowing under Section 180(1)(a) of the Companies Act, 2013:

As per Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company can sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking of the company, or create charge/mortgage on the movable and immovable properties of the company, both present and future, only with the approval of the shareholders by way of a Special Resolution. In order to secure the borrowings of the Company, whether availed/to be availed from banks, financial institutions, or any other lenders, it is proposed to create charge/mortgage/hypothecation on all or any of the movable and immovable properties of the Company, both present and future, in favour of such lenders.

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The Board of Directors, in its meeting held on September 17, 2026, approved the proposal to seek shareholders' consent for authorizing the Board to create charge/mortgage/hypothecation on the Company's movable and immovable properties, both present and future, in respect of borrowings up to the limits approved under Section 180(1)(c) of the Companies Act, 2013 i.e. ₹ 10,000 Million (Rupees Ten Thousand Million Only). The Board recommends the passing of the resolution as a Special Resolution by the members.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

Item No. 6: To consider, approve and pass limits under Section 186 of the Companies Act, 2013:

Pursuant to the provisions of Section 186 of the Companies Act, 2013 regulates loans, guarantees, securities and investments by a company. It provides that no company shall directly or indirectly:

- i. Give any loan to any person or body corporate,
- ii. Provide any guarantee or security in connection with a loan to any other body corporate or person, or
- iii. Acquire by way of subscription, purchase, or otherwise, the securities of any other body corporate,

exceeding 60% of its paid-up share capital, free reserves, and securities premium account or 100% of its free reserves and securities premium account, whichever is more, unless approved by the shareholders through a Special Resolution.

Considering the Company's future business requirements, strategic investments, and financial commitments, it is proposed to seek shareholders' approval to authorize the Board of Directors to make loans, give guarantees, provide securities, and make investments in excess of the limits specified under Section 186(2), up to an aggregate amount not exceeding ₹ 5000 Million (Rupees Five Thousand Million only).

The Board of Directors, in its meeting held on September 17, 2026, approved the proposal to seek shareholders' consent for passing a Special Resolution authorizing the Board to exercise powers under Section 186(2) of the Companies Act, 2013, up to the enhanced limits of ₹ 5000 Million (Rupees Five Thousand Million only).

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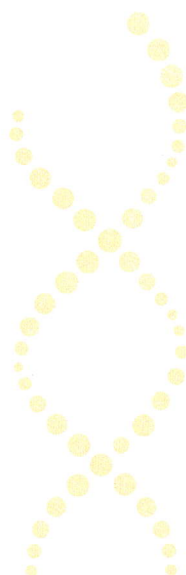
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None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company.

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

Date: September 17, 2026
Place: Mumbai

Parvati Dilip
Company Secretary
(ACS 26160)



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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 16th Annual General Meeting of the company, to be held on Thursday, 24th September, 2026 at 3.00 P.M. at Floor Entire-2nd, Bullion House, 115/121, Mumbadevi Road, Tambakata, Mumbai, Mumbai City, Maharashtra – 400003 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.

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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.
16th Annual General Meeting-24th September, 2026

Name of the Member:

DPID :		Client ID/Folio No.	
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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 16th Annual General Meeting – Thursday, 24th September, 2026 at 3.00 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.*

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Website: www.uniquechains.org

Order Department : +91-8291813279

Account Section 022 23115031 / 022 2315029

UNIQUE CHAINS AND JEWELS LIMITED

(formerly known as Unique 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 - 400 003.

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



UNIQUE

Annexure- III

Detail of the Director seeking re-appointment at this Annual General Meeting (Pursuant to Section 152 (6) and (7) and Clause 1.2.5 of Secretarial Standard on General Meetings).

Name of Director	Ankit Prem Mehra
Date of Birth	18-12-1987
DIN No.	03027011
Date of Appointment	September 17, 2026
Qualification	Bachelor's degree in Commerce from University of Mumbai.
Experience in years	More than 19 years.
No. of equity shares held in your Company	2,98,90,000
No. of Board Meeting(s) attended during FY 2025-26	12 (100%)
Relationship with other Directors and Key Managerial Personnel	Son Of Mr. Prem Rajkumar Mehra and Brother of Mr. Saiyam Prem Mehra
Terms and conditions of appointment	5 Years as Whole Time Director, Chief Operating Officer (COO) w.e.f. 27 th November, 2025. Liable to retire by rotation.
Other Directorships in Companies /LLP	Nil
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 Accounting and Finance of the company of more than 19 Years.

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Detail of the Director seeking appointment at this Annual General Meeting (Pursuant to Section 152 (6) and (7) and Clause 1.2.5 of Secretarial Standard on General Meetings).

Name of Director	Shankar Iyer
Date of Birth	20-09-1964
DIN No.	11639615
Date of Appointment	August 14,2026
Qualification	M.B.A. in Finance from Madhurai Kamraj University. B.Com (Specialization in Accounting and Taxation) from University of Mumbai LLB from University of Mumbai Certified Associate of the Indian Institute of Bankers from Indian Institute of Bankers(IIB)
Experience in years	More than 39 years.
No. of equity shares held in your Company	Nil
No. of Board Meeting(s) attended during FY 2025-26	Nil
Relationship with other Directors and Key Managerial Personnel	Not Applicable
Terms and conditions of appointment	2 Years with effect from August 14,2026.
Other Directorships in Companies /LLP	1. Inter-Connected Enterprises Limited. 2. Daily Gong Financial Services Limited.
Details of remuneration paid	Nil
Skills, expertise, knowledge and competencies of Director	He has vast experience and expertise over corporate banking, infrastructure finance, and stressed asset recovery.

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