Date: 05.09.2026

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir/Madam,

Sub: Notice of the 44th Annual General Meeting (AGM) to be held on September 29, 2026 - Reg

Ref: Vega Jewellers Limited; Scrip Code: 512026; ISIN: INE603D01017

Pursuant to Regulation 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), please find enclosed herewith the Notice along with the Explanatory Statement of the 44th Annual General Meeting of the Company scheduled to be held on Tuesday, September 29, 2026, at 12:00 P.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue, in compliance with Ministry of Corporate Affairs General Circular No. 03/2025 dated September 22, 2025. The said Notice forms part of the Integrated Annual Report for FY 2025-26.

The Annual Report for FY 2025-26 is available on the website of the Company and can be accessed at www.vegajewellers.com/Investors.

We request you to take the same on record and treat this as compliance with the applicable provisions of the SEBI Listing Regulations.

Yours faithfully,
For Vega Jewellers Limited
(Formerly PH Trading Limited)

Bolledu Kiran Kumar
Digitally signed by Bolledu Kiran Kumar
Date: 2026.09.05 16:51:29 +05'30'

B. Kiran Kumar
Company Secretary

AGM NOTICE:

Notice is hereby given that the 44th (Forty Fourth) Annual General Meeting ("AGM") of the members of Vega Jewellers Limited (Formerly known as PH Trading Limited) ("the Company") scheduled to be held on Tuesday, 29th September 2026 at 12:00 P.M. (IST). through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESS:

1. **To receive, consider, approve and adopt the Audited Balance Sheet as at March 31st, 2026, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.**

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

   "RESOLVED THAT the Audited Balance Sheet as at 31.03.2026 and Profit and Loss Account and Cash Flow Statement for the Financial Year ended as on that date along with the relevant schedules and notes for the Financial Year ended 31.03.2026, as recommended by the Audit Committee and Board of Directors the consent of shareholders be and are hereby considered and approved."

2. **To appoint a director in place of Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798) who retires by rotation and being eligible, offered himself for re-appointment.**

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

   "RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798), Director as such, to the extent that he is required to retire by rotation."

3. **To appoint a director in place of Mr. Chandrakanth Chereddi (DIN: 06838798) who retires by rotation and being eligible, offered himself for re-appointment.**

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

   "RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment of Mr. Chandrakanth Chereddi (DIN: 06838798), Director as such, to the extent that he is required to retire by rotation."

SPECIAL BUSINESS:

4. **To approve Material Related Party Transactions with Vega Jewellers KKD LLP, Material Subsidiary:**

   To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27 and 2027-28 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Vega Jewellers KKD LLP, a related party pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, for an aggregate value not exceeding Rs. 200 crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

5. To approve Material Related Party Transactions with Vega Jewellers ELR LLP, Material Subsidiary:

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27 and 2027-28 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Vega Jewellers ELR LLP, a related party pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, for an aggregate value not exceeding Rs. 200 crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

6. To approve Material Related Party Transactions with Vega Jewellers J HILLS LLP, Material Subsidiary:

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27 and 2027-28 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with Vega Jewellers J HILLS LLP, a related party pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, for an aggregate value not exceeding Rs. 300 crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

7. To approve Material Related Party Transactions with Vega Jewellers:

To consider, and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the Company during financial years 2026-27 and 2027-28 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Regulations 2(1)(zc), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, and pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any [including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force], the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter/ continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with M/s Vega Jewellers , a related party pursuant to Section 2(76) of the Act and Regulation 2(1) (zb) of the SEBI Listing Regulations, for an aggregate value not exceeding Rs. 100 crores, on such material terms and conditions as detailed in the explanatory statement to this Resolution and as may be mutually agreed between the related party and the Company, provided that the said Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) shall be carried out in the ordinary course of business and at arm's length basis."

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s)."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

8. To approval of alteration of Objects Clause of the Memorandum of Association of the Company:

To consider and if thought fit, to pass with our without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 of the Companies Act, 2013 ("the Act") and all other applicable provisions of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such other approvals, consents, sanctions, and permissions as may be necessary from the appropriate authorities, and as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof or one or more Directors authorised in this behalf), the consent of the Members be and is hereby accorded for the alteration and adoption of a new set of Memorandum of Association ("MOA") of the Company, as follows:

The existing clause III(A), of Memorandum of Association of the Company, be altered by removing the existing sub-clauses 1 to 3 and substituting them with the following sub-clauses 1 to 3.

1. To carry on the business as manufacturers, producers, processors, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, stockists, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise dealing jewellery metals, bullion gold, ornaments, silver, diamonds, coins, metals, precious stones, euros, antiques and object of art and to carry on all or any of the business of goldsmiths, silver smiths, jewellers in gem and diamond merchants.

2. To carry on business as dealers in gold, silver and other precious metals including diamond-studded jewellery, plain gold, platinum jewellery and gold and silver plate, plated articles, watches, clothes, to

carry on business as jewellery, curiosities, articles, virtue, coins, medals, bullion and precious stones.

3. To carry on the business of polishing preparing for market, manipulating, dealing in pearls, gems, diamonds, industrial diamonds and all kinds of precious and semi-precious stones as also all kinds of diamonds and powdered paste and all kinds of jewellery and ornaments containing or having diamonds and all or any precious and semi-precious stones.

RESOLVED FURTHER THAT the necessary consequential revision in the clauses of the MOA shall be carried out pursuant to the foregoing alteration, and a new set of the Memorandum of Association of the Company be adopted in accordance with Schedule I of the Companies Act, 2013, in substitution of, and to the complete exclusion of, the existing Memorandum of Association.

RESOLVED FURTHER THAT any one or more of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient including filing the requisite forms with the Ministry of Corporate Affairs and submitting documents with any other statutory or regulatory authority for the purpose of giving effect to this resolution and for all matters connected therewith or incidental thereto, and to settle any questions, difficulties or doubts that may arise at any stage, without requiring any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred upon it by or under this resolution to any Committee of Directors or Officer(s) of the Company, as it may deem fit, in order to give effect to this resolution."

By Order of the Board of Directors
For Vega Jewellers Limited
(Formerly known as PH Trading Limited)

Sd/-
Naveen Kumar Vanama
Managing Director
(DIN: 05216495)

Place: Mumbai
Date: September 05, 2026

Notes:

1. An Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of special business of the Company is appended and forms part of the Notice.

2. Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025, has permitted the holding of the Annual General Meeting ("AGM") through Video Conference/Other Audio Visual Means, without the physical presence of the Members at a common venue. Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, the 44th AGM of the Company is being conducted through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) hereinafter referred to as "e-AGM".

3. The Deemed Venue of the AGM of the Company shall be its Registered Office. Since the AGM will be held through VC/OAVM (e-AGM), the Route Map for venue of AGM is not annexed to the Notice.

4. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum of the AGM under Section 103 of the Act.

5. In compliance with the MCA Circulars and SEBI Circular dated January 15, 2021 as aforesaid, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/R&T Agent. Members may note that the Notice will also be available on the Company's website www.vegajewellers.com website of the Stock Exchange i.e., BSE Limited at www.bseindia.com . The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com .

6. In case of joint holders, 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 at the AGM.

7. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

8. To avoid fraudulent transaction(s), the identity / signature of the Members holding shares in electronic /demat form is verified with the specimen signatures furnished by NSDL/ CDSL and members holding shares in physical form is verified as per the records of the R&T Agent of the Company. Members are requested to keep the same updated.

9. Members holding shares in the electronic form are requested to inform any changes in address/ bank mandate directly to their respective Depository Participants.

10. The Securities and Exchange Board of India issued a circular for submission of Aadhar number by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit Aadhar Card details to the Depository Participants with whom they have demat accounts.

11. Members are requested to send their queries at least 5 days before the date of meeting so that information can be made available at the meeting.

12. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/ her shall vest in the event of his/ her death. Members

desirous of availing this facility may submit nomination in prescribed Form-SH-13, and to their respective depository participant, if held in electronic form.

13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, which extended vide SEBI circular dated January 15, 2021, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.

14. For any communication, the shareholders may also send requests to the Company's investor email id: Cs@vegajewellers.com .

15. In compliance with applicable provisions of the Companies Act, 2013 read with aforesaid MCA circulars the AGM is being conducted through Video Conferencing (VC) herein after called as "e-AGM".

16. Company has appointed CDSL certified Agents to provide Video Conferencing facility for the Annual General Meeting and the attendant enablers for conducting of the e-AGM.

17. Pursuant to the provisions of the circulars of MCA on the VC/OVAM(e-AGM):

a. Members can attend the meeting through log in credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.

b. Appointment of proxy to attend and cast vote on behalf of the member is not available.

c. Body Corporates are entitled to appoint authorised representatives to attend the e-AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.

18. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

19. Up to 10000 members will be able to join on a FIFO basis to the e-AGM.

20. No restrictions on account of FIFO entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc.

21. The company has appointed Mr. Ravi Prasada Reddy, Practicing Company Secretary, as a Scrutinizer of the company to scrutinize the voting process.

THE INTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING AND E- VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

22. The voting period begins on 26.09.2026 at 9:00 A.M. and ends on 28.09.2026 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., on 22.09.2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

23. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

24. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

In case of Individual shareholders holding shares in demat mode:

In terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e- Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & 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 Shareholdersholding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e- Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Individual Shareholders (holding Securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

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

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

2) Click on “Shareholders” module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

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

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

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

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(v) Click on the EVSN for the relevant <Vega Jewellers Limited> on which you choose to vote.

(vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Additional Facility for Non–Individual Shareholders and Custodians –For Remote Voting only

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com .

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@vegajewellers.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- The company has appointed Mr. Ravi Prasada Reddy, Practicing Company Secretary, as Scrutinizer of the company to Scrutinize the voting process. The Scrutinizer report shall be uploaded on the website of the Company and on the website of the Stock Exchange within 48 hours from the conclusion of the Meeting.

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

1. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

   If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

   All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

By Order of the Board of Directors
For Vega Jewellers Limited
(Formerly known as PH Trading Limited)

Sd/-
Naveen Kumar Vanama
Managing Director
(DIN: 05216495)

Place: Mumbai
Date: September 05, 2026

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

Item No. 2 and 3:

The following directors are liable to retire by rotation at the ensuing AGM:

- Mr. Rama Mohana Rao Bandlamudi (DIN: 00285798);
- Mr. Chandrakanth Chereddi (DIN: 06838798);

Mr. Rama Mohana Rao Bandlamudi was appointed as a Additional Director with effect from 06th March, 2024 and regularized to Non-Executive Director and designated as Chairman of the Company w.e.f 1st May,2024 passed through Postal Ballot as per the provisions of the Act .

Mr. Chandrakanth Chereddi was appointed as a Additional Director of the Company with effect from 06-03-2024 and regularized to Non-Executive Director w.e.f 1st May, 2024 passed through Postal Ballot as per the provisions of the Act .

The abovementioned Directors who retires by rotation and being eligible, offers themselves for re-appointment.

The Board recommend their re-appointment.

The details required as per the Companies Act and SEBI Regulations has been given below in the tabular format:

Annexure to the Notice
Details of Directors seeking appointment/re-appointment at the ensuing Annual General Meeting to be held on Tuesday, September 29, 2026

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India]

S.No	Particulars	Name of Directors	
		Rama Mohana Rao Bandlamudi	**Chandrakanth Chereddi**
1	**DIN**	00285798	06838798
2	**Date of birth and Age**	29-06-1970 and 56 Years	30-07-1983 and 43 Years
3	**Qualification**	MBA	MBA
4	**Experience and expertise in specific functional areas**	Financial Services	Consulting and Software

5	**Brief Profile**	Worked in Financial Services domain for more than 30 years. First Decade of the experience is spent predominantly in Equity sales, Research, and Broking.	An experienced business leader with a demonstrated history of working in the Generic Pharmaceutical, Contract Development & Manufacturing Organisation (CDMO), Consulting and Software Development industries.
6	**Relationship with other Directors, Manager and other Key Managerial Personnel of the Company**	No Relationship	No Relationship
7	**Nature of appointment (appointment/re-appointment)**	Re-appointment	Re-appointment
8	**Terms and Conditions of appointment / re-appointment**	Retires by rotation and offers himself for re-appointment.	Retires by rotation and offers himself for re-appointment.
9	**Remuneration last drawn by such person, if applicable and remuneration sought to be paid**	NA	NA
10	**Date of first appointment on the Board**	06-03-2024	06-03-2024
11	**Shareholding of non-executive director in the company including shareholding as a beneficial owner;**	Holds 2,40,000 (2.35%) Equity Shares	Holds 1,93,752 (1.90%) Equity Shares
12	**The number of Meetings of the Board attended during the year**	14	14

13	**Directorship Details of the Board along with listed entities from which the person has resigned in the past three years**	1. IIRM Holdings India Limited 2. Avenue Holdings Private Limited. 3. Sampada Business Solutions Limited 4. ANR Investments Limited	1. Zeugar Foods Private Limited 2. Chemiasoft Private Limited. **Resigned from following Companies in the last three years:** 1. Atchutapuram Effluent Treatment Limited 2. Laurus Labs Limited
14	**Membership / Chairmanship of Committees of other Boards**	**Chairmanship** in Audit Committee and Member in Nomination and Remuneration Committee of Sampada Business Solutions Limited and **Member** in both Audit Committee and Nomination and Remuneration Committee of IIRM Holdings India Limited.	NIL
15	**Information as required pursuant to BSE Circular with ref. no. LIST/COMP/14/2018-19**	Mr. Rama Mohana Rao Bandlamudi is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or by other such authority	Mr. Chandrakanth Chereddi is not debarred from holding the office of Director by virtue of any Securities and Exchange Board of India (SEBI) order or by other such authority

Item No. 4:

Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm’s length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all material transactions with related parties require prior approval of the members of the Company through ordinary resolution.

Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, The last Annual Audited Turnover of Vega Jewellers Limited for the financial year 2025-26 was 98,188.85 Lakhs and 10% of the Annual Turnover is Rs. 9,818.88 Lakhs.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Vega Jewellers KKD LLP, subject to the approval of the members, which was placed before them at its respective meetings held on September 5, 2026. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members' approval is sought for the same.

The mandatory disclosures required to be made to the Members, in accordance with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. NSE/CML/2025/39 dated October 14, 2025, and the SEBI-mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93) are set out in Tables A2, A3, A4 & A5 respectively:

S No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
A. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	M/s. Vega Jewellers KKD LLP	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Jewellery Retail	
A(2). Relationship and ownership of the related party			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Vega Jewellers KKD LLP is a Material Subsidiary of the Company.	
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Holds 67.99% in Vega Jewellers KKD LLP.	
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil	

A(3). Details of previous transactions with the related party			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs 12.95 Crores	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto quarter immediately preceding the quarter in which the approval is sought.	Rs 9.51 Crores	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable	
A(4). Amount of the proposed transactions (All types of transactions taken together)			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders.	Rs.200.00 /- crores	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT ?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Value of proposed transaction is 20.37% of the company's annual consolidated turnover of Rs. 981,88,85,000 for FY 2025-26.	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	

<table>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Turnover of the Related Party's Annual Turnover as for the year ended 31.03.2026 is Rs. 136.98 Cr and the proposed transaction value i.e., Rs. 200 Crores, constitutes 145.59% of the above said turnover.</td><td></td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>Vega Jewellers KKD LLP Financial Performance
<table><tr><th>Particulars</th><th>FY 2025-26</th></tr><tr><td>Turnover</td><td>Rs 136.98 Cr</td></tr><tr><td>Profit after Tax</td><td>Rs. 9.83 Cr</td></tr><tr><td>Net Worth</td><td>Rs 45.63 Cr</td></tr></table></td><td></td></tr>
<tr><td colspan="4">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing/Asset transfer etc.)</td><td>Sale, purchase or supply of any goods or materials, availing or rendering of any services and Trade Advances.</td><td></td></tr>
<tr><td>2.</td><td>Details of each type of proposed transaction</td><td>The transactions between related parties will be in the nature of purchase/sale of goods or/and services.</td><td></td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>2 years from the date of this Annual General Meeting (in one or more tranches).</td><td></td></tr>
</table>

4.	Whether omnibus approval is being sought?	No	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	In F.Y 2026-27- Up to Rs. 100.00 Crores (Rupees One Hundred Crores Only) in different tranches from time to time. In FY 2027-28- Up to Rs. 100.00 (Rupees One Hundred Crores Only) in different tranches from time to time.	
6.	Justification as to why RPTs proposed to be entered into are in the interest of the listed entity.	Vega Jewellers KKD LLP is a material subsidiary of Vega Jewellers Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Naveen Kumar Vanama, MD of Vega Jewellers Limited, is a Designated Partner in Vega Jewellers KKD LLP. The shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is not more than 2%.	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

B (1) - Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was applied for choosing party.
2.	Basis of determination of price.	The prices are determined based on arm's length basis based on other transactions of similar nature with unrelated parties. Wherever required, the RPTs are reviewed by a reputed independent external consulting firm for pricing and arm's length compliance.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advances b. Tenure c. Whether same is self-liquidating?	Not Applicable

B (2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.

S.No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:	No.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Interest rate of borrowing is in the range of 7.50 % to 10% per annum as on 31st March 2026.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate applicable to the transaction shall be determined based on guidance provided in the RPT framework approved by the Audit Committee depending on the prevailing rate of interest for borrowing from the banks/other lenders.
5.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity / due date, which will be in line with the nature and purpose of the transaction.
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds shall be utilized towards meeting the working capital requirements for the principal business activities and/or funding inorganic growth of Company.

C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the Company

Sr. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party	CRISIL BBB-/ Stable (Assigned)
2.	Default on borrowings, if any, over the last three financial years, by the related party from the Company or any other person and value of subsisting default. In addition, state the following:	Nil
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not applicable
	b) Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;	Not applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not applicable
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not applicable

Note: Disclosures under B(3) to B(7) and C(2) to C(6)of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transactions			
1.	Number of bidders/ suppliers/vendors/ traders/distributors/ service providers from whom bids/quotations were received with respect to the proposed transactions along with details of process followed to obtain bids.	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), such transactions do not mandate a competitive bidding process if they are demonstrably fair and at market terms.	

2.	Best bid/quotation received. If comparable bids are available, disclose the price and terms offered. And Additional cost/ potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid/quotation received.	Conducting an external bidding process would involve substantial time and administrative costs without adding proportional value, especially when the transactions terms are already demonstrably competitive and in line with industry standards. The proposed transactions have been reviewed and approved by the Audit Committee, which comprises a majority of independent directors. Their evaluation has ensured that the proposed transactions are in the best interests of the Company and its public shareholders, with no conflict of interest influencing the decision-making process.	
3.	Where bids were not invited, the fact shall be disclosed along with justification for same.	As per SEBI regulations, the requirement to seek competitive bids is not mandatory when transactions are in the ordinary course of business and at arm's length pricing. Hence, there is no regulatory obligation to invite external bids in this instance.	
4.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that terms of proposed RPT are beneficial to the Shareholders.	Hence, the management of the Company believes that it is neither necessary nor value-accretive to seek bids from unrelated external parties. The proposed RPTs meet all statutory and governance requirements and serves the best interests of the Company and its stakeholders.	

Minimum information to be provided to the shareholders for consideration of RPTs:

a. Information as placed before the Audit Committee in the format as specified in Para 4 of these Standards, to the extent applicable.

Yes, provided the Audit Committee but Point no. B (3) B (4) B (5) B (6) of table forming part of Clause 4 of the Standards is not applicable.

b. The Audit Committee can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity from disclosures to shareholders. Further, the Audit Committee shall certify that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making. Not Applicable

c. Justification as to why the proposed transaction is in the interest of the listed entity:

Vega Jewellers KKD LLP is a material subsidiary of Vega Jewellers Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

d. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

e. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity:

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

f. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:

In this case valuation report is not required. All the Transactions with Vega Jewellers KKD LLP are in the Ordinary Course of Company's business and are at Arm's Length basis.

g. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.: Not Applicable

h. Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.

i. Any other information that may be relevant: All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Recommendation of the Audit Committee and Board of Directors:

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed related party transactions including material terms and basis of pricing. The Audit Committee at its meeting held on September 5, 2026, after reviewing all necessary information, subject to the approval of the shareholders, have granted approval for entering into related party transactions between:- Vega Jewellers Limited and Vega Jewellers KKD LLP, for an aggregate value upto ? 200 Crore; during FY 2026-27 and 27-28. The Audit Committee has noted that the transactions will be executed on an arm's length basis and in the ordinary course of business amongst the parties.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution as set out in the Notice.

The transactions shall not, in any manner, be detrimental to the interest of shareholders and are in the best interest of the Company and its Members.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the Resolution at No. 4 to the shareholders for approval via respective Ordinary Resolution.

Except Mr. Naveen Kumar Vanama and Mr. Sudhakar Vanama, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item no. 4 of this Notice.

Item No. 5:

Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm’s length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution.

Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company. The last Annual Audited Turnover of Vega Jewellers Limited for the financial year 2025-26 was 98,188.85 Lakhs and 10% of the Annual Turnover is Rs. 9,818.88 Lakhs.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Vega Jewellers ELR LLP, subject to the approval of the members, which was placed before them at its respective meetings held on September 5, 2026. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members’ approval is sought for the same.

The mandatory disclosures required to be made to the Members, in accordance with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. NSE/CML/2025/39 dated October 14, 2025, and the SEBI-mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93) are set out in Tables A2, A3, A4 & A5 respectively:

S No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
B. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	M/s. Vega Jewellers ELR LLP	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Jewellery Retail	
A(2). Relationship and ownership of the related party			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Vega Jewellers ELR LLP is a Material Subsidiary of the Company.	
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Holds 79.99% in Vega Jewellers ELR LLP.	
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil	

A(3). Details of previous transactions with the related party			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 13.10 Crores	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto quarter immediately preceding the quarter in which the approval is sought.	Nil	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable	

A(4). Amount of the proposed transactions (All types of transactions taken together)			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders.	Rs.200.00 /- crores	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT ?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Value of proposed transaction is 20.36% of the company's annual consolidated turnover of Rs. 981,88,85,000 for FY 2025-26.	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	

<table>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Turnover of the Related Party Standalone Financials for the year ended 31.03.2026 is Rs. 98.48 Cr and the proposed transaction value i.e., Rs. 200 Crores, constitutes 201.47% of the above said turnover.</td><td></td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>Vega Jewellers ELR LLP Financial Performance<table><tr><th>Particulars</th><th>FY 2025-26</th></tr><tr><td>Turnover</td><td>Rs 98.48 Cr</td></tr><tr><td>Profit after Tax</td><td>Rs 1.69 Cr</td></tr><tr><td>Net Worth</td><td>Rs 31.60 Cr</td></tr></table></td><td></td></tr>
<tr><td colspan="4">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing/Asset transfer etc.)</td><td>Sale, purchase or supply of any goods or materials, availing or rendering of any services and Trade Advances.</td><td></td></tr>
<tr><td>2.</td><td>Details of each type of proposed transaction</td><td>The transactions between related parties will be in the nature of purchase/sale of goods or/and services.</td><td></td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>2 years from the date of this Annual General Meeting (in one or more tranches).</td><td></td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>No</td><td></td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year.

If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>In F.Y 2026-27- Up to Rs. 100.00 Crores (Rupees One Hundred Crores Only) in different tranches from time to time.

In FY 2027-28- Up to Rs. 100.00 (Rupees One Hundred Crores Only) in different tranches from time to time.</td><td></td></tr>
</table>

6.	Justification as to why RPTs proposed to be entered into are in the interest of the listed entity.	Vega Jewellers ELR LLP is a material subsidiary of Vega Jewellers Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. c. Name of the director / KMP d. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Naveen Kumar Vanama, MD of Vega Jewellers Limited, is a Designated Partner in Vega Jewellers ELR LLP. The shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is not more than 2%.	

8 .	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

B (1) - Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was applied for choosing party.
2.	Basis of determination of price.	The prices are determined based on arm's length basis based on other transactions of similar nature with unrelated parties. Wherever required, the RPTs are reviewed by a reputed independent external consulting firm for pricing and arm's length compliance.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advances b. Tenure c. Whether same is self-liquidating?	Not Applicable

B (2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.

S.No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:	No.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Interest rate of borrowing is in the range of 7.50 % to 10% per annum as on 31st March 2026.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate applicable to the transaction shall be determined based on guidance provided in the RPT framework approved by the Audit Committee depending on the prevailing rate of interest for borrowing from the banks/other lenders.
5.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity / due date, which will be in line with the nature and purpose of the transaction.
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds shall be utilized towards meeting the working capital requirements for the principal business activities and/or funding inorganic growth of Company.

C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the Company

Sr. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party	CRISIL BBB-/ Stable (Assigned)
2.	Default on borrowings, if any, over the last three financial years, by the related party from the Company or any other person and value of subsisting default. In addition, state the following:	Nil
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not applicable
	b) Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;	Not applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not applicable
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not applicable

Note: Disclosures under B(3) to B(7) and C(2) to C(6)of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transactions			
1.	Number of bidders/ suppliers/vendors/ traders/distributors/ service providers from whom bids/quotations were received with respect to the proposed transactions along with details of process followed to obtain bids.	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), such transactions do not mandate a competitive bidding process if they are demonstrably fair and at market terms.	

2.	Best bid/quotation received. If comparable bids are available, disclose the price and terms offered. And Additional cost/ potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid/quotation received.	Conducting an external bidding process would involve substantial time and administrative costs without adding proportional value, especially when the transactions terms are already demonstrably competitive and in line with industry standards. The proposed transactions have been reviewed and approved by the Audit Committee, which comprises a majority of independent directors. Their evaluation has ensured that the proposed transactions are in the best interests of the Company and its public shareholders, with no conflict of interest influencing the decision-making process.	
3.	Where bids were not invited, the fact shall be disclosed along with justification for same.	As per SEBI regulations, the requirement to seek competitive bids is not mandatory when transactions are in the ordinary course of business and at arm's length pricing. Hence, there is no regulatory obligation to invite external bids in this instance.	
4.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that terms of proposed RPT are beneficial to the Shareholders.	Hence, the management of the Company believes that it is neither necessary nor value-accretive to seek bids from unrelated external parties. The proposed RPTs meet all statutory and governance requirements and serves the best interests of the Company and its stakeholders.	

Minimum information to be provided to the shareholders for consideration of RPTs:

a. Information as placed before the Audit Committee in the format as specified in Para 4 of these Standards, to the extent applicable.

   Yes, provided the Audit Committee but Point no. B (3) B (4) B (5) B (6) of table forming part of Clause 4 of the Standards is not applicable.

b. The Audit Committee can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity from disclosures to shareholders. Further, the Audit Committee shall certify that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making. Not Applicable

c. Justification as to why the proposed transaction is in the interest of the listed entity:

Vega Jewellers ELR LLP is a material subsidiary of Vega Jewellers Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

d. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

e. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity:

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

f. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:

In this case valuation report is not required. All the Transactions with Vega Jewellers ELR LLP are in the Ordinary Course of Company's business and are at Arm's Length basis.

g. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.: Not Applicable

h. Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.

i. Any other information that may be relevant: All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Recommendation of the Audit Committee and Board of Directors:

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed related party transactions including material terms and basis of pricing. The Audit Committee at its meeting held on September 5, 2026, after reviewing all necessary information, subject to the approval of the shareholders, have granted approval for entering into related party transactions between:- Vega Jewellers Limited and Vega Jewellers ELR LLP, for an aggregate value upto ? 200 Crore; during FY 2026-27 and 27-28. The Audit Committee has noted that the transactions will be executed on an arm's length basis and in the ordinary course of business amongst the parties.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution as set out in the Notice. The transactions shall not, in any manner, be detrimental to the interest of shareholders and are in the best interest of the Company and its Members.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the Resolution at No. 5 to the shareholders for approval via respective Ordinary Resolution.

Except Mr. Naveen Kumar Vanama and Mr. Sudhakar Vanama , none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item No. 5 of this Notice.

Item No. 6:

Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm’s length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution.

Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, The last Annual Audited Turnover of Vega Jewellers Limited for the financial year 2025-26 was 98,188.85 Lakhs and 10% of the Annual Turnover is Rs. 9,818.88 Lakhs.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Vega Jewellers J Hills LLP, subject to the approval of the members, which was placed before them at its respective meetings held on September 5, 2026. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members’ approval is sought for the same.

The mandatory disclosures required to be made to the Members, in accordance with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. NSE/CML/2025/39 dated October 14, 2025, and the SEBI-mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93) are set out in Tables A2, A3, A4 & A5 respectively:

S No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
C. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	M/s. Vega Jewellers J HILLS LLP	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Jewellery Retail	

A(2). Relationship and ownership of the related party			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Vega Jewellers J HILLS LLP is a Material Subsidiary of the Company.	
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Holds 50.99% in Vega Jewellers J HILLS LLP.	
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil	
A(3). Details of previous transactions with the related party			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 2 Crores	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto quarter immediately preceding the quarter in which the approval is sought.	Nil	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable	

A(4). Amount of the proposed transactions (All types of transactions taken together)

1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders.	Rs.300.00 /- crores	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT ?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Value of proposed transaction is 30.55% of the company's annual consolidated turnover of Rs. 981,88,85,000 for FY 2025-26.	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Turnover of the Related parties Financials for the year ended 31.03.2026 is Rs. 258.41 Cr and the proposed transaction value i.e., Rs. 300 Crores, constitutes 116.09 % of the above-said turnover.	
6.	Financial performance of the related party for the immediately preceding financial year:	**Vega Jewellers J HILLS LLP Financial Performance**	

Particulars	**FY 2025-26**
Turnover	Rs 258.41 Cr
Profit after Tax	Rs 13.32 Cr
Net Worth	Rs 53.75 Cr

A(5). Basic details of the proposed transaction			
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing/Asset transfer etc.)	Sale, purchase or supply of any goods or materials, availing or rendering of any services and Trade Advances.	
2.	Details of each type of proposed transaction	The transactions between related parties will be in the nature of purchase/sale of goods or/and services.	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	2 years from the date of this Annual General Meeting (in one or more tranches).	
4.	Whether omnibus approval is being sought?	No	
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	In F.Y 2026-27- Up to Rs. 150 Crores (One Hundred and Fifty Crores Only) in different tranches from time to time. In F.Y 2026-27- Up to Rs. 150 Crores (One Hundred and Fifty Crores Only) in different tranches from time to time.	
6.	Justification as to why RPTs proposed to be entered into are in the interest of the listed entity.	Vega Jewellers J HILLS LLP is a material subsidiary of Vega Jewellers Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.	

7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. e. Name of the director / KMP f. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Naveen Kumar Vanama, MD of Vega Jewellers Limited, is a Designated Partner in Vega Jewellers J HILLS LLP. The shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is not more than 2%.	
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

B (1) - Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was applied for choosing party.
2.	Basis of determination of price.	The prices are determined based on arm's length basis based on other transactions of similar nature with unrelated parties. Wherever required, the RPTs are reviewed by a reputed independent external consulting firm for pricing and arm's length compliance.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advances b. Tenure c. Whether same is self-liquidating?	Not Applicable

B (2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.

S.No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:	No.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Interest rate of borrowing is in the range of 7.50 % to 10% per annum as on 31st March 2026.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate applicable to the transaction shall be determined based on guidance provided in the RPT framework approved by the Audit Committee depending on the prevailing rate of interest for borrowing from the banks/other lenders.
5.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity / due date, which will be in line with the nature and purpose of the transaction.
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds shall be utilized towards meeting the working capital requirements for the principal business activities and/or funding inorganic growth of Company.

C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the Company

Sr. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party	CRISIL BBB / Stable (Assigned)
2.	Default on borrowings, if any, over the last three financial years, by the related party from the Company or any other person and value of subsisting default. In addition, state the following:	Nil
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not applicable
	b) Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;	Not applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not applicable
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not applicable

Note: Disclosures under B(3) to B(7) and C(2) to C(6)of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transactions			
1.	Number of bidders/ suppliers/vendors/ traders/distributors/ service providers from whom bids/quotations were received with respect to the proposed transactions along with details of process followed to obtain bids.	The proposed RPTs are being conducted in the ordinary course of business and on an arm’s length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), such transactions do not mandate a competitive bidding process if they are demonstrably fair and at market terms.	

2.	Best bid/quotation received. If comparable bids are available, disclose the price and terms offered. And Additional cost/ potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid/quotation received.	Conducting an external bidding process would involve substantial time and administrative costs without adding proportional value, especially when the transactions terms are already demonstrably competitive and in line with industry standards. The proposed transactions have been reviewed and approved by the Audit Committee, which comprises a majority of independent directors. Their evaluation has ensured that the proposed transactions are in the best interests of the Company and its public shareholders, with no conflict of interest influencing the decision-making process.	
3.	Where bids were not invited, the fact shall be disclosed along with justification for same.	As per SEBI regulations, the requirement to seek competitive bids is not mandatory when transactions are in the ordinary course of business and at arm's length pricing. Hence, there is no regulatory obligation to invite external bids in this instance.	
4.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that terms of proposed RPT are beneficial to the Shareholders.	Hence, the management of the Company believes that it is neither necessary nor value-accretive to seek bids from unrelated external parties. The proposed RPTs meet all statutory and governance requirements and serves the best interests of the Company and its stakeholders.	

Minimum information to be provided to the shareholders for consideration of RPTs:

a. **Information as placed before the Audit Committee in the format as specified in Para 4 of these Standards, to the extent applicable.**

   Yes, provided the Audit Committee but Point no. B (3) B (4) B (5) B (6) of table forming part of Clause 4 of the Standards is not applicable.

b. **The Audit Committee can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity from disclosures to shareholders. Further, the Audit Committee shall certify that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making.** Not Applicable

c. Justification as to why the proposed transaction is in the interest of the listed entity:

Vega Jewellers J HILLS LLP is a material subsidiary of Vega Jewellers Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

d. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

e. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity:

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

f. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:

In this case valuation report is not required. All the Transactions with Vega Jewellers J HILLS LLP are in the Ordinary Course of Company's business and are at Arm's Length basis.

g. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.: Not Applicable

h. Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.

i. Any other information that may be relevant: All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Recommendation of the Audit Committee and Board of Directors:

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed related party transactions including material terms and basis of pricing. The Audit Committee at its meeting held on September 5, 2026, after reviewing all necessary information, subject to the approval of the shareholders, have granted approval for entering into related party transactions between:- Vega Jewellers Limited and Vega Jewellers J HILLS LLP, for an aggregate value upto ? 300 Crore; during FY 2026-27 and 27-28. The Audit Committee has noted that the transactions will be executed on an arm's length basis and in the ordinary course of business amongst the parties.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution as set out in the Notice. The transactions shall not, in any manner, be detrimental to the interest of shareholders and are in the best interest of the Company and its Members.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the Resolution at No. 6 to the shareholders for approval via respective Ordinary Resolution.

Except Mr. Naveen Kumar Vanama and Mr. Sudhakar Vanama, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item No. 6 of this Notice.

Item No. 7:

Section 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 states that no Company shall enter into transactions with a Related Party except with the prior consent of the Board and Members of the Company, where such transactions are either not (a) in Ordinary Course of Business or (b) on arm’s length basis. The proposed transactions with the related parties as mentioned in the resolution are at arm’s length and in the ordinary course of business of the Company.

However, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), all material transactions with related parties required prior approval of the members of the Company through ordinary resolution.

Material Related Party Transaction means any transaction entered either individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the Company, as per the last Audited Financial Statements of the Company, The last Annual Audited Turnover of Vega Jewellers Limited for the financial year 2025-26 was 98,188.85 Lakhs and 10% of the Annual Turnover is Rs. 9,818.88 Lakhs.

The Audit Committee and Board of Directors of the Company have approved the following proposed Related Party Transactions with Vega Jewellers, subject to the approval of the members, which was placed before them at its respective meetings held on September 5, 2026. Further, the said transactions qualify as Material Related Party Transactions under the SEBI Listing Regulations, 2015 and accordingly, the members’ approval is sought for the same.

The mandatory disclosures required to be made to the Members, in accordance with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 read with SEBI Circular No. NSE/CML/2025/39 dated October 14, 2025, and the SEBI-mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD- 2/P/CIR/2025/93) are set out in Tables A2, A3, A4 & A5 respectively:

S No.	Particulars of the Information	Information provided by the management	Comments of the Audit Committee
D. Details of the related party and transactions with the related party			
A(1). Basic details of the related party			
1.	Name of the related party	M/s. Vega Jewellers	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Jewellery Retail	
A(2). Relationship and ownership of the related party			
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Mr. Naveen Kumar Vanama MD and Mr. Sudhakar Vanama ED of the Company are Partners of Vega Jewellers.	
a.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Not Applicable	
b.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Partnership Firm	
c.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Nil	

A(3). Details of previous transactions with the related party			
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 36.87 Crores	
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year upto quarter immediately preceding the quarter in which the approval is sought.	Rs. 4.64 Crores	
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not Applicable	
A(4). Amount of the proposed transactions (All types of transactions taken together)			
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee / Shareholders.	Rs.100.00 /- crores	
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT ?	Yes	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	Value of proposed transaction is 10.18% of the company's annual consolidated turnover of Rs. 981,88,85,000 for FY 2025-26.	
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not Applicable	

<table>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>Turnover of the Company as per audited financials for the year ended 31.03.2026 is Rs. 199.75 Cr and the proposed transaction value i.e., Rs. 100 Crores, constitutes 50.06% of the above said turnover.</td><td></td></tr>
<tr><td>6.</td><td>Financial performance of the related party for the immediately preceding financial year:</td><td>Vega Jewellers Financial Performance
<table><tr><th>Particulars</th><th>FY 2025-26</th></tr><tr><td>Turnover</td><td>Rs. 199.75 Cr</td></tr><tr><td>Profit after Tax</td><td>Rs. 24.64 Cr</td></tr><tr><td>Net Worth</td><td>Rs. 0.67 Cr</td></tr></table></td><td></td></tr>
<tr><td colspan="4">A(5). Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing/Asset transfer etc.)</td><td>Sale, purchase or supply of any goods or materials, availing or rendering of any services and Trade Advances.</td><td></td></tr>
<tr><td>2.</td><td>Details of each type of proposed transaction</td><td>The transactions between related parties will be in the nature of purchase/sale of goods or/and services.</td><td></td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>2 years from the date of this Annual General Meeting (in one or more tranches).</td><td></td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>No</td><td></td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a financial year.

If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.</td><td>In F.Y 2026-27- Up to Rs. 50.00 Crores (Rupees Fifty Crores Only) in different tranches from time to time.

In FY 2027-28- Up to Rs. 50.00 (Rupees Fifty Crores Only) in different tranches from time to time.</td><td></td></tr>
</table>

6.	Justification as to why RPTs proposed to be entered into are in the interest of the listed entity.	Vega Jewellers is a partnership firm with common ownership from promoters of Vega Jewellers Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.	
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. g. Name of the director / KMP h. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Naveen Kumar Vanama, MD and Mr. Sudhakar Vanama of Vega Jewellers Limited, are Partners in Vega Jewellers. The shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.	

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable	
9	Other information relevant for decision making.	All important information forms part of the Statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.	

B (1) - Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:

S. No	Particulars of the information	Information provided by the Management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	No bidding or other process was applied for choosing party.
2.	Basis of determination of price.	The prices are determined based on arm's length basis based on other transactions of similar nature with unrelated parties. Wherever required, the RPTs are reviewed by a reputed independent external consulting firm for pricing and arm's length compliance.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advances b. Tenure c. Whether same is self-liquidating?	Not Applicable

B (2): Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary.

S.No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.	Internal accruals
2.	Where any financial indebtedness is incurred to give loan, inter- corporate deposit or advance, specify the following:	No.
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Interest rate of borrowing is in the range of 7.50 % to 10% per annum as on 31st March 2026.
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The interest rate applicable to the transaction shall be determined based on guidance provided in the RPT framework approved by the Audit Committee depending on the prevailing rate of interest for borrowing from the banks/other lenders.
5.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity / due date, which will be in line with the nature and purpose of the transaction.
6.	Repayment schedule & terms	The terms of borrowing will be on arm's length basis. The funds shall be payable as per the repayment schedule or on maturity / due date as per the terms agreed.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	Funds shall be utilized towards meeting the working capital requirements for the principal business activities and/or funding inorganic growth of Company.

C (1) Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the Company

Sr. No.	Particulars of the information	Information provided by the management
1.	Latest credit rating of the related party	CRISIL BBB/ Stable (Assigned)
2.	Default on borrowings, if any, over the last three financial years, by the related party from the Company or any other person and value of subsisting default. In addition, state the following:	Nil
	a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not applicable
	b) Whether the related party has been declared a “willful defaulter” by any of its bankers and whether such status is currently subsisting;	Not applicable
	c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not applicable
	d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not applicable

Note: Disclosures under B(3) to B(7) and C(2) to C(6)of SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 circular dated June 26, 2025 are not applicable for the current transactions.

Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transactions			
1.	Number of bidders/ suppliers/vendors/ traders/distributors/ service providers from whom bids/quotations were received with respect to the proposed transactions along with details of process followed to obtain bids.	The proposed RPTs are being conducted in the ordinary course of business and on an arm's length basis. In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), such transactions do not mandate a competitive bidding process if they are demonstrably fair and at market terms.	
2.	Best bid/quotation received. If comparable bids are available, disclose the price and terms offered. And Additional cost/ potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid/quotation received.	Conducting an external bidding process would involve substantial time and administrative costs without adding proportional value, especially when the transactions terms are already demonstrably competitive and in line with industry standards. The proposed transactions have been reviewed and approved by the Audit Committee, which comprises a majority of independent directors. Their evaluation has ensured that the proposed transactions are in the best interests of the Company and its public shareholders, with no conflict of interest influencing the decision-making process.	
3.	Where bids were not invited, the fact shall be disclosed along with justification for same.	As per SEBI regulations, the requirement to seek competitive bids is not mandatory when transactions are in the ordinary course of business and at arm's length pricing. Hence, there is no regulatory obligation to invite external bids in this instance.	
4.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that terms of proposed RPT are beneficial to the Shareholders.	Hence, the management of the Company believes that it is neither necessary nor value-accretive to seek bids from unrelated external parties. The proposed RPTs meet all statutory and governance requirements and serves the best interests of the Company and its stakeholders.	

Minimum information to be provided to the shareholders for consideration of RPTs:

j. Information as placed before the Audit Committee in the format as specified in Para 4 of these Standards, to the extent applicable.

Yes, provided the Audit Committee but Point no. B (3) B (4) B (5) B (6) of table forming part of Clause 4 of the Standards is not applicable.

k. The Audit Committee can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity from disclosures to shareholders. Further, the Audit Committee shall certify that, in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision-making. Not Applicable

l. Justification as to why the proposed transaction is in the interest of the listed entity:

Vega Jewellers J HILLS LLP is a common ownership holding from promoters of Vega Jewellers Limited and have been able to supply consistent quality at competitive price in line with the Company's supply schedules which is critical for the Company to gain and strengthen the share in the global consumer market. The proposed Transactions shall be carried out on arm's length basis and be consistent with the interests of the Company as well as the stakeholders.

m. Statement of assessment by the Audit Committee that relevant disclosures for decision-making were placed before them, and they have determined that the promoter(s) will not benefit from the RPT at the expense of public shareholders:

Audit Committee has reviewed the relevant disclosures on Material Related Party Transaction and observed that the promoter(s) will not benefit from the RPT at the expense of public shareholders.

n. Disclose the fact that the Audit Committee had reviewed the certificate provided by the CEO or CFO or any other KMP as well as the certificate provided by the promoter directors of the Listed Entity:

Certificates as prescribed were placed before the Audit Committee and the Committee had considered and reviewed the same.

o. Copy of the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT:

In this case valuation report is not required. All the Transactions with Vega Jewellers J HILLS LLP are in the Ordinary Course of Company's business and are at Arm's Length basis.

p. In case of sale, purchase, or supply of goods or services or the sale, lease, or disposal of assets of a subsidiary, unit, division or undertaking of the listed entity, the review terms and conditions of bids etc.: Not Applicable

q. Comments of the Board/ Audit Committee of the listed entity, if any: Audit Committee and Board approved the same.

r. Any other information that may be relevant: All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

Recommendation of the Audit Committee and Board of Directors:

The management has provided the Audit Committee of Directors ('Audit Committee') with the relevant details of various proposed related party transactions including material terms and basis of pricing. The Audit Committee at its meeting held on September 5, 2026, after reviewing all necessary information, subject to the approval of the shareholders, have granted approval for entering into related party transactions between:- Vega Jewellers Limited and Vega Jewellers, for an aggregate value upto ? 100 Crore; during FY 2026-27 and 27-28. The Audit Committee has noted that the transactions will be executed on an arm's length basis and in the ordinary course of business amongst the parties.

The Members may please note that in terms of provisions of the Listing Regulations, none of the related party(ies) (whether such related party(ies) are a party to the proposed transactions or not), shall vote to approve the Ordinary Resolution as set out in the Notice. The transactions shall not, in any manner, be detrimental to the interest of shareholders and are in the best interest of the Company and its Members.

Accordingly, basis the approval of the Audit Committee, the Board of Directors recommend the Resolution at No. 7 to the shareholders for approval via respective Ordinary Resolution.

Except Mr. Naveen Kumar Vanama and Mr. Sudhakar Vanama, none of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item No. 7 of this Notice.

Item No. 8:

Considering the present scenario and for smooth functioning and expansion of the Company, new business objects need to be included apart from the existing business objects. Considering the future business plans, new objects are added to the existing Memorandum of Association of the Company.

The Board of Directors of the Company on September 5, 2026 approved the alteration of the existing clause (III) (A) of Main object clause of Memorandum of Association of the Company by removing the existing sub-clauses 1 to 3 and substituting them with the following sub-clauses 1 to 3.

1. To carry on the business as manufacturers, producers, processors, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, stockists, agents, sub agents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise dealing jewellery metals, bullion gold, ornaments, silver, diamonds, coins, metals, precious stones, euros, antiques and object of art and to carry on all or any of the business of goldsmiths, silver smiths, jewellers in gem and diamond merchants.

2. To carry on business as dealers in gold, silver and other precious metals including diamond-studded jewellery, plain gold, platinum jewellery and gold and silver plate, plated articles, watches, clothes, to carry on business as jewellery, curiosities, articles, virtue, coins, medals, bullion and precious stones.

3. To carry on the business of polishing preparing for market, manipulating, dealing in pearls, gems, diamonds, industrial diamonds and all kinds of precious and semi-precious stones as also all kinds of diamonds and powdered paste and all kinds of jewellery and ornaments containing or having diamonds and all or any precious and semi-precious stones.

Recommendation of the Board of Directors:

Pursuant to Section 13 of the Companies Act 2013, alteration in Objects clause of the Memorandum of Association of the Company requires consent of the Members by way of Special Resolution.

Accordingly, basis the approval of the Board of Directors recommend the Resolution at No. 8 to the shareholders for approval via Special resolution.

None of the Directors and KMPs of the Company and/or their respective relatives are, in any way, concerned or interested either directly or indirectly, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed resolutions, as set out in Item No. 8 of this Notice.

By Order of the Board of Directors
For Vega Jewellers Limited
(Formerly known as PH Trading Limited)

Sd/-
Naveen Kumar Vanama
Managing Director
(DIN: 05216495)

Place: Mumbai
Date: September 05, 2026

Bolledu Kiran Kumar

Digitally signed by Bolledu Kiran Kumar
Date: 2026.09.05 16:52:00 +05'30'