



Date: 06/09/2025

To
The General Manager-Listing
Corporate Relationship Department
The BSE Limited
Phiroz Jeejeebhoy Tower
Dalal Street, Mumbai-400001.

Sub: Submission of Annual Report for the financial year 2024-25

REF: RO JEWELS LIMITED (Scrip Code: 543171)

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the financial year 2024-25 along with the Notice convening the Annual General Meeting scheduled to be held on Tuesday, 30th September, 2025 at 11:00 AM. The above is also available on the website of the Company at [www. www.rojewels.co.in](http://www.rojewels.co.in).

Thanking you,

Yours Faithfully,

For RO Jewels Limited



Subham Bharatbhai Shah

Managing Director

(DIN: 08300065)

Common, 131 A Gandhi's Pde M G Havell RD, Manek Chowk, Ahmedabad, 380001, Gujarat, India

COMPANY'S GSTIN : 24AAJCB2945R1ZP

COMPANY'S CIN : L74999GJ2018PLC105840

+079 22144429

shubhamshah@rojewels.co.in

www.rojewels.in

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ANNUAL REPORT 24-25

BOARD OF DIRECTORS AND KMP

S. No	Names	Designation
1	Mr. SHUBHAM BHARATBHAI SHAH	Executive Director-MD
2	Mr. BHARAT RASIKLAL SHAH	Executive Director
3	Mrs. PRAVINABEN BHARATBHAI SHAH	Non-Executive - Non Independent Director
4	Mr. YASHESH VASANT PATEL	Non-Executive - Independent Director-Chairperson
5	Mr. TARESH LIMBACHEYA	Non-Executive - Independent Director
6	Mr. MUKESHKUAMR SEVANTILAL SURAN	Non-Executive - Non Independent Director
7	MR. RITESH SONI	Company Secretary & Compliance Officer
8	MR. SHUBHAM BHARATBHAI SHAH	CHIEF FINANCIAL OFFICER

STATUTORY AUDITORS**AKGVG & ASSOCIATES**

Chartered Accountant

BANKERS TO THE COMPANY**CENTRAL BANK OF INDIA**

Near Sardar Seva Samaj Hall, Prima Chambers,
Mithakhali Six Rd, Ahmedabad, Gujarat 380006.

REGISTERED OFFICE

Common,131/A Ganchi S Pole,M G Haveli RD,Manek
Chowk,Ahmedabad,380001

REGISTRAR & TRANSFER AGENT**KFIN TECHNOLOGIES LIMITED**

Kfin Technologies, Karvy Selenium Tower B,
Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Hyderabad 500 032.

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RO JEWELS LIMITED

Common, 131/A Ganchi, S Pole, MG Haveli RD
Manek Chowk, Ahmedabad GJ 380001.

CIN: U74999GJ2018PLC105540
Phone No.: +91-9099373675

Email- compliancerojewels@gmail.com
Website: www.rojewels.co.in

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NOTICE is hereby given that the 7th **ANNUAL GENERAL MEETING** of the members of **RO JEWELS LIMITED** ("the Company") will be held as scheduled below:

Date : 30th day of September, 2025

Day : Tuesday

Time : 11:00 A.M.

Through : Video Conferencing ("VC") or Other Audio Visual Means ("OAVM")

To transact the following business:

ORDINARY BUSINESS:

1. To Receive, Consider and Adopt Audited Financial Statements including Balance sheet as at March 31, 2025 and the statement of profit and loss for the Financial Year ended on that date along with Directors' and Auditors' Report thereon.
2. To Appoint a Director in place of Mr. Mukeshkumar Sevantilal Shah (DIN: 08923471), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditor of the Company

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 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, M/s. Shah Karia & Associates, Chartered Accountants, having FRN: 131546W, be and is hereby appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of 7th **Annual General Meeting** till the conclusion of 12th **Annual General Meeting** on such remuneration plus taxes and reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and Statutory Auditor.

SPECIAL BUSINESS:

4. Appointment of Secretarial Auditor of the Company

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 ("the Act") read with Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modifications, amendments and re-enactment thereto) and further read with regulation 24A of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended to date, consent of the shareholders be and is hereby accorded for the appointment of M/S Neelam Somani & Associates, Company Secretaries, bearing Membership No. F10993, as the Secretarial Auditor of the Company from the conclusion of 7th AGM till the conclusion of 12th AGM of the Company, to carry out the Secretarial Audit for a period of Five consecutive Financial Years i.e. from 2025-2026 to 2029-2030 on such terms of remuneration, as may be mutually agreed to between the Board of Directors of the Company and the Secretarial Auditor.

5. To increase the Authorised Share capital of the company

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

RESOLVED THAT pursuant to the provisions of section 61 read with section 64 and all other applicable provisions, if any, of Companies Act, 2013 (including any amendment thereto or reenactment thereof) and rules framed there under, the consent of the members of the company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 10,10,00,000/- (Rupees Ten Crore Ten Lakhs only) divided into 5,05,00,000 (Five Crore Five Lakh) equity shares of Rs. 2/- (Rupees Two only) each to Rs. 20,25,00,000/- (Rupees Twenty Crore Twenty Five Lakhs only) divided into 10,12,50,000 (Ten Crore Twelve Lakhs Fifty Thousand) equity shares of Rs. 2/- (Rupees Two only) each each ranking pari-passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

"V. The Authorised Share Capital of the Company is Rs. 20,25,00,000/- (Rupees Twenty Crore Twenty Five Lakhs only) divided into 10,12,50,000 (Ten Crore Twelve Lakhs Fifty Thousand) equity shares of Rs. 2/- (Rupees Two only) each"

RESOLVED FURTHER THAT pursuant to section 13 and all other applicable provisions if any of the Companies Act 2013 read with Rules framed thereunder, consent of members of the Company be and is hereby accorded, for alteration of clause v of the Memorandum of

Association of the company by substituting in its place, the following

"RESOLVED THAT RESOLVED FURTHER THAT Any Director of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

Date:06/09/2025

Place:Ahmedabad

Registered Office:

Common-133/A,Ganchi's Pole,MG Haveli
RD,Manek Chowk,Ahmedabad,380001

By The Order of the Board of Directors

RO Jewles Limited

Sd/-

Shubham B.Shah
Managing Director
DIN:08300065

Sd/-

Bharat R. Shah
Director
DIN:08300063

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC).
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1000 members on first come first served basis. This will not include 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. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.uhzaveri.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 27th September, 2025 at 9:00 A.M. and ends on 29th September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23rd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23rd September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="483 554 1395 1010">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="483 1016 1395 1556">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. <li data-bbox="483 1562 1395 1724">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="483 1730 1395 1894">4. 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

	<p>available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period 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 Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in

process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 5. Upon confirmation, the message “Vote cast successfully” will be displayed.
-
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to neelamsomani@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Sachin Kareliya at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliancerojewels@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliancerojewels@gmail.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliancerojewels@gmail.com. The same will be replied by the company suitably.

6. BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re- appointment/appointment/ confirmation at the ensuing Annual General meeting:

PARTICULARS	Mr. Mukeshkumar Sevantilal Shah
Date of Birth	04/08/1970
Date of Appointment	04/03/2024
Qualification	Graduate
Brief Profile	Mr. Mukeshkumar Sevantilal Surani, aged 53 years, is a commerce graduate. Mr. Surani is a Businessman having an experience of around 34 years in the field of Printing, xerox, etc..
Terms & conditions of appointment/Re-appointment	Subject to such terms and conditions of appointment as Executive Director
Remuneration last drawn	-
Relationship between directors inter -se	Mr. Surani is not related to any Director(s) of the Company as defined under the provisions of section 2(77) of the Companies Act, 2013.
Directorship held in other companies	1
No of shares held in the company as on 31 March 2025.	Nil
Information as required under circular No. LIST/COMP/14/ 2018-19 dated June 20, 2018 issued by BSE.	He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority

Date:06/09/2025

Place:Ahmedabad

Registered Office:

Common-133/A,Ganchi's Pole,MG Haveli
RD,Manek Chowk,Ahmedabad,380001

By The Order of the Board of Directors

RO Jewles Limited

Sd/-

Shubham B.Shah
Managing Director
DIN:08300065

Sd/-

Bharat R. Shah
Director
DIN:08300063

**Explanatory Statement
Pursuant to Section 102 of the Companies Act, 2013**

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses mentioned in the accompanying Notice.

Item No:4 Appointment of Secretarial Auditor of the Company

The Board of Directors at its Meeting held on Friday, September 05, 2025 approved, subject to the approval of members of the Company and statutory authority(ies), if any, M/S Neelam Somani & Associates, Company Secretaries, being appointed as the Secretarial Auditor of the Company for the Five consecutive years from 2025-2026 to 2029-30. None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned with or interested, financially or otherwise in the proposed resolution as set out in the accompanying Notice except to the extent of their shareholding in the Company, if any. The Board recommends this resolution as set out in Item No. 4 of the Notice for your approval as an Ordinary Resolution.

Item No:5 Increase in Authorised Share Capital of the Company

The Board of Directors in their meeting dated 5th September ,2025 pursuant to Sections 13 and 61 of the Companies Act, 2013, has recommended the proposal to increase the authorized share capital of the Company from Rs. 10,10,00,000/- (Rupees Ten Crore Ten Lakhs only) divided into 5,05,00,000 (Five Crore Five Lakh) equity shares of Rs. 2/- (Rupees Two only) each to Rs. 20,25,00,000/- (Rupees Twenty Crore Twenty Five Lakhs only) divided into 10,12,50,000 (Ten Crore Twelve Lakhs Fifty Thousand) equity shares of Rs. 2/- (Rupees Two only) each.

The resolution seeks approval of members by amending the said clause V of Memorandum of Association

None of the Directors, Key Managerial Personnel or their respective relatives is in any way, concerned or interested in the resolutions except to the extent of holding shares by Directors

The Board of Directors recommends the Special resolution set out in item no. 5 for your approval.

Date: 06/09/2025	By The Order of the Board of Directors	
Place: Ahmedabad	RO Jewles Limited	
Registered Office: Common-133/A,Ganchi's Pole,MG Haveli RD,Manek Chowk,Ahmedabad,380001	Sd/- Shubham B.Shah Managing Director DIN:08300065	Sd/- Bharat R. Shah Director DIN:08300063

DIRECTORS' REPORT

**To,
The Members,**

Your Directors are pleased to present the 7th Annual Report of the Company together with the audited financial statements of the Company for the Financial Year ended March 31, 2025.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)

The Directors' Report is prepared based on the stand alone financial statements of the company.

(Amount in LACS)

PARTICULAR	2024-25	2023-24
Total Income for the year was	17.12	92.18
Operating & Administrative expenses	4540.77	36636.25
Profit/(Loss) Before Depreciation And Taxes	25.96	124.4
Less: Depreciation	5.84	20.22
Net Profit/(Loss) Before Tax	20.12	104.18
Less: Provision For Tax	3	12
Deferred Tax	-	-
Profit/(Loss) After Tax	17.12	92.18
EPS	0.02	0.09

2. OPERATION & REVIEW

Your Company's revenue was 36631.44 lacs in Financial year 2023-24 as Compared to 4547.63 lacs in Financial year 2024-25, which is Higher than previous year and Profit after tax was placed at Rs. 92.18 lacs in Financial year 2023-24 as Compared to profit of Rs. 17.12 lacs in Financial year 2024-25. EPS of the Company is 0.02.

3. DIVIDEND

The Board of Directors of Your Company has not recommended any dividend for the Financial Year ended 31st March 2025.

4. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed dividend, the provisions of Section 125 of the Companies Act, 2013 do not apply.

5. TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to General Reserves account.

6. MATERIAL CHANGES & COMMITMENTS AND CHANGE IN THE NATURE OF THE BUSINESS

During the year under review, there is no change in the nature of the business of the Company.

7. DIRECTORS & KEY MANAGERIAL PERSONNEL

Name of Director	Category
Mr. Shubham Bharatbhai Shah	Managing Director
Mr. Bharat Rasiklal Shah	Whole time Director
Mrs. Pravinaben Shah	Non-executive Non-independent Director
Mr. Yashesh Vasant Patel	Non-Executive Independent Director - Chairperson
Mr. Taresh Limbacheya	Non-Executive Independent Director
Mr. Mukesh Sevantilal Surani	Non-Executive-Non-Independent Director
Mr. Ritesh Soni	Company Secretary cum Compliance Officer

8. DECLARATION BY INDEPENDENT DIRECTORS

Declaration from all the independent directors has been received that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

9. NUMBER OF BOARD MEETINGS

During the year under review, eight meetings of the Board of Directors were held in compliance with the Companies Act, 2013 and Listing Regulations, in respect of said meetings proper notices were given and proceedings were properly recorded and signed in the Minute Book maintained for the purpose.

Dates of Board meetings are as follows:

Sr. No.	Date of Board meeting	No. of Directors attended the Board Meeting
1.	30.05.2024	6
2.	17.07.2024	6
3.	06.09.2024	6
4.	22.10.2024	6
5.	22.12.2024	6
6.	23.01.2025	6

7.	14.02.2025	6
8.	18.03.2025	6

10. FORMAL ANNUAL EVALUATION

The Nomination and Remuneration Committee has devised a criteria for evaluation of the performance of the Directors including the Independent Directors. The said criteria provide certain parameters like attendance, acquaintance with business, communication inter se between board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy, benchmarks established by global peers etc., which is in compliance with applicable laws, regulations and guideline.

11. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed along with explanation relating to material departures;
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit/loss of the company for that period;
- c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. The directors have prepared the annual accounts on a going concern basis; and
- e. The directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial Controls with reference to Financial Statements. The Board has inter alia reviewed the adequacy and effectiveness of the Company's internal financial controls relating to its financial statements.

During the year, such Controls were tested and no reportable material weakness was observed.

13. CHANGE IN CAPITAL STRUCTURE OF COMPANY

During the year under review, there was no change in the Capital Structure of the Company.

14. MATERIAL CHANGES AND COMMITMENTS, IF ANY

The Company has Changed its registered office from 707, Addore Asspire, Nr. Gulbai tekra BRTS Stop, Panjrapole to University Road, S A C Ahmadabad City Ahmedabad GJ 380015 to 131/A Ganchi S Pole,M G Haveli RD,Manek Chowk,Ahmedabad,380001,

15. ANNUAL RETURN

In terms of Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at www.rojewels.co.in.

16. AUDITORS AND THEIR REPORT

a. STATUTORY AUDITORS

The Company has appointed M/s. Shah Karia & Associates, Chartered Accountants (Firm Registration No. 131546W) as Statutory Auditors of the Company as per the Provisions of Section 139 of the Companies Act, 2013 for a period of Five Years and they will continue to hold the office until the conclusion of 36th AGM to be held in Year 2029-30.

The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their reports are self-explanatory and do not call for any further comments. The Company has received a confirmation from the said Auditors that they are not disqualified to act as the Auditors and are eligible to hold the office as Auditors of the Company. Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

Reporting of Fraud

The Auditor of the Company have not reported any instances of fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Companies Act, 2013.

b. SECRETARIAL AUDITORS

In terms of Section 204 of the Act and Rules made there under M/s Neelam Somani & Associates, Practicing Company Secretaries have been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed to this report

c. COST AUDITORS

The Company has not appointed the Cost Auditor as pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit is not applicable to the Company.

17. DEPOSITS

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the period under review. Hence, the requirement for furnishing the details of deposits which are not in compliance with Chapter V of the Act is not applicable.

18. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

19. RISK MANAGEMENT POLICY

Your Company has established comprehensive Risk Management System to ensure that risks to the Company's continued existence as a going concern and to its growth are identified and addressed on timely basis. Report on Risk Management forms an integral part of this Annual Report.

20. WHISTLE BLOWER POLICY

The Company promotes safe, ethical and compliant conduct of all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle-blower policy under which the employees are encouraged to report violations of applicable laws and regulations and the Code of Conduct - without fear of any retaliation.

21. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has in place a Policy against Sexual Harassment at workplace in line with the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Policy is available on the website of the Company at www.rojewels.co.in.

Internal Complaints Committee (ICC) has been constituted to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

There were no complaints received, during the period under review.

22. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

In terms of rule (9) of the Companies (Accounts) Rules, 2014 The Company has not

developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, the Company has not given any loan, guarantee or provided security in connection with the loan to any other body corporate or person or made any investments hence no particulars of the loans, guarantees or investments falling under the provisions of Section 186 of the Companies Act, 2013 are provided by the Board.

24. RELATED PARTY TRANSACTIONS

During the year under review, contracts or arrangements entered into with the related party, as defined under section 188 of the companies Act, 2013 were in ordinary course of business and on arms' length basis. Details of the transactions pursuant to compliance of section 134(3)(h) of the companies act, 2013 and rule 8(2) of the companies (Accounts) Rule, 2014 are annexed herewith as per "Annexure – A".

However, there are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

25. SIGNIFICANT AND MATERIAL ORDER PASSED BY REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There is no significant and material order was passed by regulators or courts or tribunals impacting the going concern status and company's operations in future.

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. CONSERVATION OF ENERGY:

- o the steps taken or impact on conservation of energy : **Nil**
- o the steps taken by the company for utilising alternate sources of energy : **None**
- o the capital investment on energy conservation equipments : **Nil**

B. TECHNOLOGY ABSORPTION:

- o the efforts made towards technology absorption : **None**
- o The benefits derived like product improvement, cost reduction, product development or import substitution: **None**
- o in case of imported technology (imported during the last three years reckoned from

the beginning of the financial year)-

- The details of technology imported: **None**
- The year of import: **N.A.**

- Whether the technology been fully absorbed: **N.A.**
- If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:
- The expenditure incurred on Research and Development: **Nil**

27. AUDIT COMMITTEE/NOMINATION AND REMUNERATION COMMITTEE/STAKEHOLDERS' RELATIONSHIP COMMITTEE/ SEXUAL HARASSMENT COMMITTEE

a. Audit Committee

Constitution & Composition of Audit Committee:

Our Company has formed the Audit Committee as per the applicable provisions of the Section 177 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 18 of SEBI Listing Regulations (applicable upon listing of Company's Equity Shares) vide resolution dated December 13, 2019.

The composition of the Audit Committee and details of meetings attended by the members of the Audit Committee are given below:

Name	Designation	Category	Number of Meetings	
			Held	Attended
Mr. Taresh Limbacheya	Chairman	Non-executive Independent Director	5	5
Mr. Yashesh Vasant Patel	Member	Non-executive Independent Director	5	5
Mrs.Pravenaben Bharatbhai Shah	Member	Non-Executive - Non Independent Director	5	5

b. Nomination and Remuneration Committee:

Constitution & Composition of Remuneration Committee:

Our Company has formed the Nomination and Remuneration Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation

19 of SEBI Listing Regulations (applicable upon listing of Company's Equity Shares). The Nomination and Remuneration Committee comprises the following members:

Name	Designation	Category	Number of Meetings	
			Held	Attended
Mr. Taresh Limbacheya	Chairman	Non-executive Independent Director	2	2
Mr. Yashesh Vasant Patel	Member	Non-executive Independent Director	2	2
Mrs.Pravinaben Bharatbhai Shah	Member	Non-Executive Director-Non-Independent Director	2	2

The Company's remuneration policy is directed towards rewarding performance based on review of achievements periodically. The remuneration policy is in consonance with existing industry practice. The Policy of nomination and Remuneration committee has been place on the website of the company at www.rojewels.co.in and the salient features of the same has been disclosed under "Annexure – B"

c. Stakeholder's Relationship Committee:

Constitution & Composition of Stakeholders Relationship Committee:

Our Company has formed the Stakeholders Relationship Committee as per Section 178 and other applicable provisions of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended) and also to comply with Regulation 20 of SEBI Listing Regulations.

The constituted Stakeholders Relationship Committee comprises the following members:

Name	Designation	Category	Number of Meetings	
			Held	Attended
Mr. Taresh Limbacheya	Chairman	Non-executive Independent Director	1	1
Mr. Yashesh Vasant Patel	Member	Non-executive Independent Director	1	1
Mrs.Pravinaben Bharatbhai Shah	Member	Non-Executive Director-Non-	1	1

		Independent Director		
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d. Sexual Harassment Committee

Constitution & Composition of Sexual Harassment Committee:

The Sexual Harassment Committee was constituted by the Board of Directors in compliance with the Sexual Harassment of Women at Workplace (Prevention Prohibition and Redressal) Act, 2013.

Name	Designation	Category	Number of Meetings	
			Held	Attended
Mrs. Pravinaben Bharatbhai Shah	Chairman	Non-executive Non-Independent Director	-	-
Mr. Yashesh Vasant Patel	Member	Non-executive Independent Director	-	-
Mr. Taresh limbachiya	Member	Non-Executive Director	-	-

28. MEETING OF INDEPENDENT DIRECTORS

During the year under review, a separate meeting of Independent Directors was held on 09th February 2025, inter-alia, to discuss:

1. Evaluation of performance of Non-Independent Directors and the Board of Directors as a whole
2. Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors and
3. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary to effectively and reasonably perform its duties.

All the Independent Directors were present at the meeting.

29. MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and analysis Report as Required under Regulation 34 and Schedule V of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 forms an integral part of this Report, and provides the companies' current

working and future outlook of as per “Annexure – C”

30. CORPORATE GOVERNANCE

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, Report on Corporate Governance is applicable on the Company, hence separate Report on Corporate Governance has been enclosed as a part of Board Report for the year 2025.

31. ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation for the continuous support received from the Members, customers, suppliers, bankers, various statutory bodies of the Government of India and the Company's employees at all levels.

Date: 06/09/2025	By The Order of the Board of Directors	
Place: Ahmedabad	RO Jewles Limited	
Registered Office: Common-133/A,Ganchi's Pole,MG Haveli RD,Manek Chowk,Ahmedabad,380001	Sd/- Shubham B.Shah Managing Director DIN:08300065	Sd/- Bharat R. Shah Director DIN:08300063

ANNEXURE - A
FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	There were no transactions or arrangement which were not at Arm's Length Basis.
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188.	

Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Shubham Bharatbhai Shah
b)	Nature of contracts/arrangements/transaction	Advanced Loan to the Company
c)	Duration of the contracts/arrangements/transaction	Going -concern
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per the mutual agreement.
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	-----

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mr. Shubham Bharatbhai Shah
b)	Nature of contracts/arrangements/transaction	Remuneration
c)	Duration of the	Going -concern

	contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	As per the mutual agreement.
e)	Date of approval by the Board	-
f)	Amount paid as advances, if any	-----

Date:06/09/2025

Place:Ahmedabad

Registered Office:

Common-133/A,Ganchi's Pole,MG Haveli
RD,Manek Chowk,Ahmedabad,380001

By The Order of the Board of Directors

RO Jewles Limited

Sd/-

Shubham B.Shah
Managing Director
DIN:08300065

Sd/-

Bharat R. Shah
Director
DIN:08300063

ANNEXURE – B
Policy of Nomination and Remuneration Committee of the Company

Policy for Identification Of Persons For Appointment And Removal As Director And Senior Managerial Personnel

The Committee shall:

1. Identify and ascertain the honesty, reliability, qualification, expertise and experience of the person for appointment as Director or Senior Managerial Personnel and recommend the Board accordingly.
2. The committee must ensure itself regarding the capabilities and eligibilities of the proposed appointee(s) and must ensure that the proposed appointee shall be able to devote the required time as may be necessary.
3. The Committee shall be at discretion to decide whether qualification, expertise and experience possessed by the person is adequate for the proposed position.
4. Any other assessment as may be required must be carried out by the Committee and on being satisfied with the overall eligibility of the person, the committee shall recommend his/her appointment to the Board accordingly.
5. With respect to Independent Directors of the Company the committee shall additionally ensure the independence of the Director as per the applicable provisions of Companies Act, 2013, the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
6. The Committee may recommend to the Board with the reasons recorded in writing, the removal of Director or Senior Managerial Personnel based on any disqualification that may be applicable as per the provisions of Companies Act, 2013 and the rules made there under or for any other reasons as may be justified by the Committee.

TERM OF APPOINTMENT:

The term of Appointment of Managing Director/ Whole Time Directors and Independent Directors of the Company shall governed as per the provisions of the Act and Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Whereas the term of the KMP (other than the Managing / Whole time Director) and Senior Management shall be governed by the prevailing HR policies of the Company.

RETIREMENT:

The Managing Director/ Whole Time Directors and Independent Directors of the Company shall be subject to retirement as per the applicable provisions of Companies Act, 2013, the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

The Committee will be at its discretion to recommend retention of Directors even after they have attained the retirement age for the benefit of the Company subject to fulfillment of the requirements as mentioned in Companies Act, 2013.

POLICY FOR EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

1. Evaluation of performance of Board and Individual Directors:

- a. Achievement of financial/ business targets as fixed by the Board;
- b. Proper development, management and execution of business plans;
- c. Display of leadership qualities i.e. correctly anticipating business trends and opportunities;
- d. Establishment of an effective organization structure;
- e. Participation in the Board/Committee Meetings;
- f. Integrity and maintenance of confidentiality;
- g. Any other criteria that may be considered necessary for the evaluation of the performance of the Board may be considered by the Committee

2. Evaluation of performance of Committee:

- a. Discharge of its functions and duties as per its terms of reference;
- b. Effectiveness of the suggestions and recommendations received;
- c. Conduct of its meeting and procedures followed in this regard.

3. Review of the Implementation of this policy:

The Committee shall review the implementation and compliance of this policy at least once a year.

POLICY FOR REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

The remuneration / compensation / commission, etc., as the case may be, to the Managing /Whole-time Director will be governed by the relevant provisions of the Companies Act, 2013 and applicable Rules and Regulations and will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission, etc., as the case may be, shall be subject to the prior / post approval of the shareholders of the Company and Central Government, wherever required. Further, Managing Director of the Company is authorised to decide the remuneration of KMP (other than Managing / Whole-time Director) and Senior Management, and which shall be decided by the Managing Director based on the standard market practice and prevailing HR policies of the Company.

The remuneration / commission / sitting fees, as the case may be, to the Non-Executive /Independent Director, shall be in accordance with the provisions of the Act and the Rules made thereunder for the time being in force or as may be decided by the Committee / Board /shareholders.

An Independent Director shall not be entitled to any stock option of the Company unless otherwise permitted in terms of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

ANNEXURE - C

MANAGEMENT DISCUSSION AND ANALYSIS

Business Overview

Our Company was originally incorporated RO Jewels Private Limited under the Companies Act, 2013 vide certificate of incorporation dated December 11, 2018 issued by the Registrar of Companies, Central Registration Centre, Manesar. Subsequently, Our Company was converted in to a public company pursuant to a special resolution passed by our shareholders at the EGM held on September 20, 2019 and consequently name was changed to –RO Jewels Limited|| (ROJL) vide fresh certificate of incorporation dated October 01, 2019 issued by Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Subsequently, our Company has acquired the business of Proprietorship Concern of one of our Promoter- Mr. Bharat Rasiklal Shah viz, M/s Ravi Ornaments through the Business Succession Agreement dated December 18, 2019. Consequently, the business of the proprietorship firm was merged into RO Jewels Limited. The CIN of the Company is L74999GJ2018PLC105540.

We are engaged in the wholesale business of gold and silver chains. Our registered office and business of operation is based in Ahmedabad. We essentially sell gold based chains, bracelets, gold/silver bars and necklaces. We procure gold & silver majorly through the bullion market and partially from the local markets in Ahmedabad. We purchase only readymade Chains and other jewelries from the jewellery manufacturers or independent jewellery wholesalers located in Ahmedabad and Mumbai. These are then sold through our showroom situated at Manek Chowk, Ahmedabad and by our marketing and sales team directly to other jewellery stores. Our jewellery is widely sold throughout Gujarat only through B2B marketing and/ or Direct/Outbound marketing strategy.

We have a diversified portfolio for chains and jewelries that cater to our customers taste, preference, choice and the ever changing trends in the chain and jewellery designs. Our portfolio offers our customers a wide variety of traditional, Indo-western, & modern chain and jewellery. We procure chains and jewelries that are hallmarked from BIS recognized Assaying and Hallmarking Centre for our customers. The BIS hallmark, is a mark of conformity widely accepted by the consumer bestow the additional confidence to the consumer on the purity of our gold jewellery. Our promoters together have an approximate 40 years of experience in gems and jewellery industry.

OUR COMPETITIVE STRENGTHS:

- We sell under our established brand named Ravi Ornaments in the local jewelers market in Ahmedabad.

- We maintain long term strong business relationships with our key suppliers as we procure chains and jewelries in bulk.
- We have smooth credit cycle with our debtors and creditors. This gives us leverage over the others as there is flexibility in payment cycle.
- Our company has experienced Promoters & Management.

OUR BUSINESS STRATEGY:

- Focus on increasing Market Share in the Domestic Market.
- Grow sales in regulated markets through business arrangements.
- Focus on increasing product visibility through various branding, advertising and marketing methods.
- Active and regular participation in trade fairs and exhibitions.

OUR SALES & MARKETING STRATEGY

Currently, we sell our branded products only in Indian Markets-in Gujarat. The efficiency of the marketing and sales network is critical success factor of our Company. Our marketing team along with our promoters through their experience and good rapport with customers owing to timely and quality delivery of service plays an instrumental role in creating and expanding the sales network of our Company. The marketing channels adopted by our Company include participation in domestic trade fairs and jewellery exhibitions etc. Our marketing team maintains an ongoing relationship with our customers. They also regularly solicit prospective customers by providing them with the structured findings and updated catalogues. Further, we follow structured approach for our product development which involves market research, sales analysis and brand development. We share our findings with our existing and potential customers in securing new orders.

COMPETITION

Jewellery retailing trade is a highly competitive industry. The location wherein company presently has its showroom, has national, local organized and unorganized players. The company carries the risk of establishing volumes in a highly competitive industry. The company sees an opportunity in the increased competition by way of attracting more and more people. Our Company believes that increase in competition is more likely to enlarge the collective pie resulting in overall growth of the organizing retailing of jewellery, which would counter balance, the impact of increased competition from advent of new large retailers.

UTILITIES AND INFRASTRUCTURE

Our registered office and corporate office is well equipped with computer systems, internet connectivity, other communication equipment, security and other facilities,

which are required for our business operations to function smoothly.

PLANT & MACHINERY

Since we are into wholesaling and trading of gold and silver chains and other jewelries, we do not own any major plant and machinery.

HUMAN RESOURCES/ EMPLOYEES/ MANPOWER

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

CS
Neelam Somani & Associates
COMPANY SECRETARIES

Address: C-1001, Sarovar landmark, Gordhanvadi Cross Road, Kankaria, Ahmedabad-380022,
Gujarat.

Contact: +91-8638402502

Email: neelamsomani90@gmail.com

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
RO JEWELS LIMITED

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **M/S RO JEWELS LIMITED (hereinafter called the company)** Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/S RO JEWELS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31ST March, 2025** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

PARA ONE

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S RO JEWELS LIMITED** for the financial year ended on **31st March 2025** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) **The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-**

CS
Neelam Somani & Associates
COMPANY SECRETARIES

Address: C-1001, Sarovar landmark, Gordhanvadi Cross Road, Kankaria, Ahmedabad-380022,
Gujarat.

Contact: +91-8638402502

Email: neelamsomani90@gmail.com

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
- (d) *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015;
- (f) *The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

***Not Applicable to the Company during the Audit Period.**

I have also examined the compliance with the provisions of the following laws applicable specifically to the Company, relying on compliance certificates and declarations issued by the head of the respective departments/management, in addition to my own checks. Based on this examination, I found that the Company has complied with the provisions of the mentioned Acts, except for the observations noted below:

- (1) The Employee's Provident fund & Miscellaneous Provisions Act, 1952
- (2) The Equal Remuneration Act, 1976
- (3) The Maternity Benefit Act, 1961
- (4) The Minimum wages Act, 1948
- (5) The Water (Prevention and Control of Pollution) Act, 1974
- (6) The Air (Prevention and Control of Pollution) Act, 1981

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(7) The Environment (Protection) Act, 1986

(8) The Employee's State Insurance Act, 1948

(9) Legal Metrology Act, 2009

(10) The Factories Act, 1948

(11) Payment of Gratuity Act, 1972

(12) The Payment of Wages Act, 1956

(13) The Contract Labour (Regulation and Abolition) Act, 1970

(14) The Industrial Employment (Standing Orders) Act, 1946

(15) The Industrial Dispute Act, 1947

(16) The Payment of Bonus Act, 1965

(17) The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

Observations/Disclaimer:

1. During the audit period M/s. Rajesh J. Shah & Associates, Chartered Accountant, Ahmedabad, (FRN: 108407W) Statutory Auditor of the Company have resigned due to pre occupancy.

2. The website of the Company was not updated as on the date of issuing the Report.

Para Second:

We have examined compliance with the applicable Clauses/Regulations of the following:

- (i) Secretarial Standards with regard to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

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We further report that:

- The Board of Directors of the Company is duly constituted with a proper balance of Executive Directors, Non-Executive Directors, and Independent Directors, including Women Directors.
- Adequate notice is given to all Directors to schedule Board/Committee Meetings, and agenda and detailed notes on the agenda were sent at least seven days in advance, except where consent of directors was received for circulation of the agenda and notes on the agenda at a shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions of the Board and Committees thereof were carried out with the requisite majority.

I further report that, based on the review of the compliance mechanism established by the Company and on the basis of Management Representation letter issued by the management, I am of the opinion that the Management has adequate systems and processes in place in the Company, which are commensurate with the size and operations of the Company, to monitor and ensure compliance with all applicable laws, rules, regulations, and guidelines.

I further report that during the audit period, no event/action having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc., has taken place.

This report is to be read with our letter of even date, which is annexed as Annexure "A" and forms an integral part of this report.

NEELAM
RATHI

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NEELAM RATHI
Date: 2025.09.06
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NEELAM RATHI

Company Secretaries

Peer Review Cert No.: 5612/2024

FCS: 10993 | COP No.: 12454

ICSI UDIN: F010993G001190974

6TH September, 2025 | Ahmedabad

CS
Neelam Somani & Associates
COMPANY SECRETARIES

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Annexure - A

To,
The Members,
RO JEWELS LIMITED

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations, and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. My responsibility is to express an opinion on these secretarial records, standards, and procedures followed by the Company with respect to secretarial compliances.
3. My have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.
4. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for me to provide a basis for my opinion.
5. Wherever required, I have obtained reasonable assurance whether the statements prepared, documents or records, in relation to Secretarial Audit, maintained by the Company, are free from misstatement.
6. Wherever required, I have obtained the management's representation about the compliance of laws, rules, and regulations, and the happening of events, etc.

Disclaimer

7. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
8. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

**NEELAM
RATHI**

Digitally signed by
NEELAM RATHI
Date: 2025.09.06
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NEELAM RATHI

Company Secretaries

Peer Review Cert No.: 5612/2024

FCS: 10993 | COP No.: 12454

ICSI UDIN: F010993G001190974

6TH September, 2025 | Ahmedabad

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Neelam Somani & Associates
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ANNEXURE III
PRACTICING COMPANY SECRETARIES' CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF RO JEWELS LIMITED

We have examined the compliance of Corporate Governance by RO Jewels Limited ("the Company") for the year ended on March 31, 2025, as stipulated in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of the Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant and as per the Guidance Note on Certification of Corporate Governance issued by the institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representation made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the year ended March 31, 2025.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

NEELAM Digitally signed
by NEELAM RATHI
RATHI Date: 2025.09.06
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NEELAM RATHI
Company Secretaries
Peer Review Cert No.: 5612/2024
FCS: 10993 | COP No.: 12454
ICSI UDIN: F010993G001191029
6TH September, 2025 | Ahmedabad

CS
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ANNEXURE IV
PRACTISING COMPANY SECRETARIES CERTIFICATE ON
DIRECTOR'S NON-DISQUALIFICATION

PRACTISING COMPANY SECRETARIES' CERTIFICATE ON DIRECTOR'S NON-DISQUALIFICATION
TOTHE MEMBERS OF RO JEWELS LIMITED

This certificate is issued pursuant to clause 10(i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide circular dated May 9, 2018 of the Securities Exchange Board of India.

I have examined the compliance of provisions of the aforesaid clause 10(i) of the Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to the best of my information and according to the explanations given to me by the Company, and the declarations made by the Directors, I certify that none of the directors of RO Jewels Limited ("the Company") CIN: L74999GJ2018PLC105540 having its registered office at Common, 131/A, Ganchi S Pole, M G Haveli RD, Manek Chowk, Ahmedabad-380001 have been debarred or disqualified as on March 31, 2025 from being appointed or continuing as directors of the Company by SEBI/ Ministry of Corporate Affairs or any other statutory authority.

NEELAM Digitally signed by
RATHI NEELAM RATHI
Date: 2025.09.06
12:12:31 +05'30'

NEELAM RATHI
Company Secretaries
Peer Review Cert No.: 5612/2024
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ICSI UDIN: F010993G001191018
6TH September, 2025 | Ahmedabad

which are required for our business operations to function smoothly.

PLANT & MACHINERY

Since we are into wholesaling and trading of gold and silver chains and other jewelries, we do not own any major plant and machinery.

HUMAN RESOURCES/ EMPLOYEES/ MANPOWER

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for our business.

CORPORATE GOVERNANCE REPORT

A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE: -

Corporate Governance essentially is the system by which companies are directed and controlled by the management in the best interest of the shareholders and others. Corporate Governance ensures fairness, transparency and integrity of the management.

The Company's philosophy on Corporate Governance aims at ethical corporate behavior and always strives to achieve optimum performance at all levels by adhering to good Corporate Governance practices. The Company's beliefs on Corporate Governance are intended at supporting the management of the Company for competent conduct of its business and ensuring long term value for shareholders employees, customers and statutory authorities.

B. BOARD OF DIRECTORS: -

The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

(i) Composition:

The Board of Company has a mix of Executive and Non-Executive Directors comprising 2 Independent Directors in accordance with the applicable provisions of Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As on 31st March, 2025, the Board consists of 6(Six) Directors comprising Two Executive and Four Non- Executive Directors. The composition of the Board represents an optimal mix of knowledge and experience and enables the Board to perform its responsibilities and provide effective leadership to the business.

The Composition of the Board as on March 31, 2025 are as under:-

SR. NO.	DIN / PAN	FULL NAME	DESIGNATION	CATEGORY
1	08300065	Shubham Bharathbhai Shah	Managing Director	Executive Director
2	08300063	Bharat Rasiklal Shah	Whole Time Director	Executive Director
3	08300064	Pravinaben Bharatbhai Shah	Director	Non-Executive - Non Independent Director
4	08923471	Mukeshkumar Sevantilal Shah	Director	Non-Executive - Non Independent Director
5	08568623	Yashesh Vasant Patel	Independent Director	Non-Executive Independent Director- Chairperson
6	08751237	Taresh Limbachiya	Independent Director	Non-Executive Independent Director- Chairperson

(ii) **Board Functions:**

Meetings: The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board businesses. The Company holds at least four Board Meetings in a year, one in each quarter to review the financial results and other items of the agenda. Apart from the four scheduled Board meetings, additional Board meetings are also convened to address the specific requirements of the Company.

Attendance of each Director at the Board Meeting, Last Annual General Meeting and Number of other Directorship / Chairmanship of Committee of each Directors of various Companies are as follows:-

Name of Director	Attendance Particular		No. of other Directorships and Committee Membership/Chairmanship		
	Board Meeting	Last AGM	Other Directorship (including Pvt Ltd Company)	Other Committee Membership	Other Committee Chairmanship
Shubham Bharatbhai Shah	8	Yes	1	Nil	Nil
Bharat Rasiklal Shah	8	Yes	Nil	Nil	Nil
Pravinaben Bharatbhai Shah	8	Yes	Nil	Nil	Nil
Yashesh Vasant Patel	8	Yes	1	Nil	Nil
Taresh Limbacheya	8	Yes	1	Nil	Nil
Mukeshkumar Sevantilal Surani	8	Yes	1	Nil	Nil

Note:

*Directorship does not include Section 8 Companies and Foreign Companies.

None of the Directors on the Board hold Directorships in more than Ten (10) Public Companies. Further none of them is a member of more than Ten (10) Committees or Chairman of more than Five (5) Committees across all the Public Companies in which he is a Director. Necessary disclosures regarding as on March 31, 2025 have been made by the Directors.

Relationship between Directors inter-se Disclosure of relationships between Executive Directors and Non- ExecutiveDirectors inter-se

Sr.No	Executive Director	Relationship with other Directors
1.	Bharat Rasiklal Shah	Father of shumbham Shah & Husband of PravinaBen Shah

Directors Shareholding as on March, 31, 2025

Sr. No	Executive Director	No of Equity Shares held
1.	Bharat Rasiklal Shah	11,44,843
2.	Pravinaben Shah	62,340
3.	Shubham Bharatbhai Shah	2,38,196

(iii) Number of Board Meetings:

During the year under review, 8 (eight) Board Meetings were held by the Company on the below mentioned dates asunder:

Sr. No.	Date of Board meeting
1.	30.05.2024
2.	17.07.2024
3.	06.09.2024
4.	22.10.2024
5.	22.12.2024
6.	23.01.2025
7.	14.02.2025
8.	18.03.2025

(iv) Independent Directors:

➤ Separate Meeting of the Independent Directors:

During the year under review, a separate meeting of Independent Directors, without the attendance of Non- Independent Directors and Members of the Management, was held on 9th February 2025, as required Under Schedule IV of the Companies Act, 2013 (Code for Independent Directors) read with Regulation 25(3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. The Independent Directors inter-alia reviewed the performance of the Non- Independent Directors and the Board as a whole.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board is required to monitor and review the Board evaluation framework. In line with the Corporate Governance Guidelines, the Board has carried out the annual performance evaluation of its own performance, the Directors as well as the evaluation of the working of its Audit, Nomination and Remuneration, Stakeholders Relationship Committee. The evaluation process also considers the attendance of Board Members, core competencies, personal characteristics, accomplishment of specific responsibilities. The Board evaluation is conducted through questionnaire having qualitative parameters and feedback based. The Directors expressed their satisfaction with the evaluation process.

C. COMMITTEES OF THE BOARD: -

The Board Committees play a crucial role in the governance structure of the Company. The Board has constituted sub-committees to focus on specific areas and make informed decisions. Each Committee of the Board is guided by its Charter, which defines the scope, powers and composition of the Committee. All decisions and recommendations of the Committees are placed before the Board for information or approval.

The Committees also make specific recommendations to the Board on various matters from time-to-time. All observations, recommendations and decisions of the Committees are placed before the Board for information or for approval.

The Company has (4) Four statutory and non-statutory Committees, namely:

- (I) Audit Committee
- (II) Nomination and Remuneration Committee
- (III) Stakeholder Relationship Committee
- (IV) Sexual Harassment Committee

I. AUDIT COMMITTEE:

- (i) The Audit Committee acts as a link between the Management, Statutory Auditors and the Board of Directors of the Company and oversees the financial reporting process.
- (ii) The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.
- (iii) The terms of reference of the Audit Committee are broadly as under:
 - Reviewing of the Company's financial reporting process and the disclosure of its financial information
 - To ensure that the financial statement is correct, sufficient and credible.
 - Recommending the appointment, remuneration and terms of appointment of external Auditor.
 - Review and monitor the auditor's independence and performance and effectiveness of the audit process.
 - Approval or any subsequent modification of transactions of the company with related parties
 - Scrutiny of inter-corporate loans and investments.
 - Valuation of undertakings or assets of the Company, wherever it is necessary.
 - Monitoring the end use of funds raised through public offers and related matters.
 - Reviewing with management the Annual financial statements and half yearly and Quarterly financial results before submission to the Board.
 - Reviewing periodically the adequacy of the internal control system.
 - Discussions with Internal Auditor on any significant findings and follow up thereon.

The Audit Committee invites such Executives as it considers appropriate (particularly the head of the finance function), representatives of the Statutory Auditors. The Company Secretary acts as the Secretary of the Audit Committee and remains present in its Meetings

(iv) During the financial year 2024-25, the Audit Committee met 5 (Five) times on

- 30/05/2024
- 06/09/2024
- 17/07/2024
- 22/10/2024
- 14/02/2025

the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present for all the meetings.

(i) The details of composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	Number of Meetings	
			Held	Attended
Mr. Taresh Limbacheya	Chairman	Non-executive Independent Director	5	5
Mr. Yashesh Vasant Patel	Member	Non-executive Independent Director	5	5
Mrs.Pravenaben Bharatbhai Shah	Member	Non-Executive - Non Independent Director	5	5

II. NOMINATION AND REMUNERATION COMMITTEE:

(i) The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

(ii) The broad terms of reference of the Nomination and Remuneration Committee as under:

- Formulation of the criteria for determining the qualifications, positive attributes and independence of Director;
- Devising a policy on Board diversity;
- Formulation of Remuneration policy;
- Review the structure, size and composition of the Board;
- Identifying and selection of candidates for appointment as Directors;
- Identifying potential individuals for appointment as Key Managerial Personnel and Senior Management;
- Formulation of criteria for evaluation of Independent Directors and the Board.

(iii) During the Financial year 2024-25, 2(Two) meetings of the Nomination and Remuneration Committee were held on 05th December 2024 and 30th April 2024.

(iv) The composition of the Committee and their attendance at the meetings are given below:

Name	Designation	Category	Number of Meetings	
			Held	Attended
Mr. Taresh Limbacheya	Chairman	Non-executive Independent Director	2	2
Mr. Yashesh Vasant Patel	Member	Non-executive Independent Director	2	2

Mrs.Pravinaben Bharatbhai Shah	Member	Non-Executive Director-Non- Independent Director	2	2
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(i) NOMINATION AND REMUNERATION POLICY:

The Company's pays remuneration to its Managing Director and Executive Director(s) by way of salary, perquisites, allowances and commission. Further the said remuneration to the aforesaid director is paid within the overall limits approved by the members of the Company subject to the overall ceiling limits as stipulated in Sections 197, 198 and as per the provisions of Schedule V of the Companies Act, 2013.

The appointment and remuneration of all the Executive Directors including Managing Director of the Company is governed by the recommendation of the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and Shareholders of the Company. The remuneration package of Executive Director(s) comprises of salary as approved by the shareholders at the General Meetings.

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The Nomination and Remuneration Policy is displayed on the Company's website viz. rojewels.co.in.

Executive Directors Remuneration:

The remuneration paid to the Executive Directors during the FY 2024-25 is as below:

Name	Position	Remuneration
Shubham Bharatbhai Shah	Director	4,80,000/-

III. STAKEHOLDERS' RELATIONSHIP COMMITTEE

- (a) The Stakeholders' Relationship Committee is constituted in accordance with the provisions of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.
- (b) The broad terms of reference of the Stakeholders' Relationship Committee are as under:
 - Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary, Compliance officer and Registrar and Share Transfer Agent of the Company.
 - Monitor implementation and compliance with the Company's Code of Conduct for Prohibition of Insider Trading.
 - Review of measures taken for effective exercise of voting rights by shareholders.
 - Perform such other functions as may be necessary or appropriate for the performance of its duties.
- (c) During the Financial Year 2024-25, One (1) meeting of the Stakeholders' Relationship Committee was held on 18th March, 2025
The composition of the Committee and their attendance at the meetings are given below

Name	Designation	Category	Number of Meetings	
			Held	Attended
Mr. Taresh Limbacheya	Chairman	Non-executive Independent Director	1	1
Mr. Yashesh Vasant Patel	Member	Non-executive Independent Director	1	1
Mrs.Pravinaben Bharatbhai Shah	Member	Non-Executive Director-Non-Independent Director	1	1

During the year, the Company has not received any complaints from the Shareholders of the Company. There were no outstanding complaints as on 31/03/2025.

IV SEXUAL HARASSMENT COMMITTEE

Name	Designation	Category	Number of Meetings	
			Held	Attended
Mrs. Pravinaben Bharatbhai Shah	Chairman	Non-executive Non-Independent Director	-	-
Mr. Yashesh Vasant Patel	Member	Non-executive Independent Director	-	-
Mr. Taresh limbachiya	Member	Non-Executive Director	-	-

C. CODE OF CONDUCT

The Board of Directors have laid down a code of conduct for all Board members and senior management of the Company. All Directors and Senior Management Personnel have affirmed compliance with the code of conduct as approved and adopted by the Board of Directors of the Company. **(Annexure I)**

D. GENERAL BODY MEETING:

- (i) The last AGM was held on

YEAR	DATE	DAY	TIME	VENUE
2023-24	30 th September,2024	Monday	11:00 AM	Through VC

(i) Extra-ordinary General Meeting:

During the year, One Extra-ordinary General Meeting was held by the Company on 24th May, 2024

(ii) Postal Ballot:

- Whether any Special Resolution passed last year through Postal Ballot : No
- Whether any Special Resolution is proposed to be conducted through Postal Ballot : No

E. OTHER DISCLOSURES: -

1. The Company has complied with the requirements of the Stock Exchange(s), Securities and Exchange Board of India or other authorities on any matter related to Capital Market during the last 3 (three) years. There are no non-compliance by the Company or penalties imposed on the Company by the Stock exchanges or the SEBI on any matter related to Capital Markets, during the last three years to the best of our knowledge except.
2. The Company has adopted Whistle Blower Policy and has established vigil mechanism as defined Under Regulation 22 of SEBI Listing Regulations for Directors and Employees to report unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been also uploaded on the Company's website i.e. [http:// www.rojewels.co.in](http://www.rojewels.co.in)
3. Reconciliation of Share Capital Audit :- Neelam Somani & Associates carried out Share Capital Audit to reconcile the total admitted Equity Share Capital with the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") and the total issued and listed Equity Share Capital. The Audit Report confirms that the total issued/paid-up capital is in agreement with the Total Number of Shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
4. The Company had in place a 'Code of Conduct for Prevention of Insider Trading', in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015. The said Code is posted on Company's website [http:// www.rojewels.co.in](http://www.rojewels.co.in)

B. MEANS OF COMMUNICATION:

1. Website: The Companies website [http:// www.rojewels.co.in](http://www.rojewels.co.in) contains a separate dedicated section "Investor Relations" where shareholders

information is available. Full Annual Report is also available on the website in a user friendly and downloadable form.

2. **Financial Results:** These are submitted to the Stock Exchanges in accordance with the Listing Agreement and published in Business Standard (English), Jai Hind, Ahmedabad (Gujarati Edition).
3. **Annual Report:** Annual Report containing inter- alia Audited Annual Accounts, Directors' Report, Management Discussion and Analysis Report, Corporate Governance Report, Auditors' Report, Secretarial Audit Report and other important information is circulated to Members and other entitled thereto.
4. **BSE Corporate Compliance & Listing Centre (the 'Listing Centre')** BSE's Listing Centre is a web-based application designed for corporate. All compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre.
5. **Designated Exclusive email-id for investor services:** The Company has designated the following email-id exclusively for investor servicing, compliancerojewels@gmail.com
6. **SEBI Complaints Redress System (SCORES):-** The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

A. GENERAL SHAREHOLDERS INFORMATION: -

1.	AGM : Date, Time and Venue	The 7 th AGM will be held on Tuesday, 30 th September, 2025 at 11:00 A.M. through Video Conferencing ("VC").
2.	Financial Year (Proposed)	Financial Year 2024-25 consists of 12 (Twelve) months starting from 1 st April, 2024 to 31 st

		March,2025.
3.	Dividend Payment Date	The Company has not declared any Dividend in the Financial Year 2024-25.
4.	Listing on Stock Exchange	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001, Maharashtra
5.	Payment of Annual Listing Fees	The Listing fees for Financial Year 2024-25 are paid to the Stock Exchange. The custodial fees are paid to the National Securities Depository Ltd. (NSDL) and the Central Depository Securities Ltd. (CDSL) for the Financial Year 2024-25.
6.	Stock Code	BSE: 543171
7.	Security ISIN No.	INE0BDU01028
10.	Investor Services - Queries / Complaints during the period Ended	During the period from 1 st April, 2024 to 31 st March, 2025, no queries/complaints/requests were received by the Company from the Shareholders and Investors.
11.	Company's Registration Number	CIN of the Company is "L74999GJ2018PLC105540".
12.	Registered Office	Common, 131/A Ganchi,S Pole ,MG Haveli RD Manek Chowk, Ahmedabad GJ 380001
13.	Company's Website	www.rojewels.co.in
14.	E-mail Address	compliancerojewels@gmail.com

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:-

The Company has not issued GDRs/ADRs as on 31st March, 2025. No Warrants/Convertible Instruments were outstanding for conversion as on 31st March, 2025.

Credit Rating:- Company is not required to obtain Credit Rating.

Reconciliation of Share Capital Audit:-

In keeping with the requirement of the SEBI as specified in regulation 76 of SEBI (Depositories & Participants) Regulations, 2018, Audit by Ms. Neelam Rathi (COP: 12454), Practicing Company Secretary, Ahmedabad, have been carried out to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. The said audit confirms that the total issued/paid up capital tallies with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Disclosures in relation to the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013:-

The Company has duly constituted Internal Complaints Committee pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, the Company had not received any complaints and no complaints were pending as on 31st March, 2025

Disclosures with respect to Demat Suspense Account/Unclaimed Suspense

Account:

Not Applicable

MD and ED certification

As required by Regulation 17(8) read with Schedule II Part B of the SEBI Listing Regulations, the Managing Director (CFO) and Executive Director have given appropriate certifications to the Board of Directors. **(Annexure I).**

ANNEXURE I

This is to confirm that the Company has adopted a Code of Conduct for its Senior Management Employees and the Board of Directors including the Executive Directors, Non-Executive and Independent Directors.

I further confirm that the Company has obtained from all the Members of the Board and the Senior Management Personnel, affirmation that they have complied with the code of conduct of the Company.

Place: Ahmedabad
Date: 06/09/2025

Sd/-

Shubham B. Shah
(MANAGING DIRECTOR)

RO JEWELS LIMITED

Statutory Audit Report F.Y. 2024-2025

--: Auditors :--

AKGVG & Associates.
(Chartered Accountants)
801, Iconic Shyamal,
Shyamal Cross Roads, Satellite,
Ahmedabad, Gujarat, India

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RO JEWELS LIMITED

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements **RO Jewels Limited** ("the Company"), which comprise the Balance Sheet as at **March 31, 2025**, and the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Information other than the financial statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors report, but does not include the Financial Statements and our Auditor's Report thereon. Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (IND AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RO JEWELS LIMITED

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure 1", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RO JEWELS LIMITED

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The Balance Sheet, the Statement of Profit and Loss including the statement of other comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the Directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls of the Company with reference to these financial statements and the operating effectiveness of such controls, refer to our separate report in "Annexure 2" to this report.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and according to the information and explanation given to us by the management, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V of the Act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which have impact on its financial position in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. With respect to Investments:
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v. The Company has not declared or paid dividend during the year.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RO JEWELS LIMITED

- vi. Based on our examination, which included test checks, the Company has used Tally based accounting software system for maintaining its books of account for the year ended March 31, 2025 which is subject to the feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software systems.

For **AKGVG & Associates**

Chartered Accountants

ICAI Firm Registration No.: 018598N

UDIN: 25118627BMKTDR9982

Priyank Shah

Partner

Membership No.: 118627

Place: Ahmedabad

Date: May 30, 2025

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RO JEWELS LIMITED

Annexure 1 referred to in Paragraph 1 on Report on Other Legal and Regulatory Requirements of Our Report of even date of RO Jewels Limited for the year ended March 31, 2025

- (i) With respect to Property, Plant and Equipment:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
(B) The Company has maintained proper records showing full particulars of intangibles assets as disclosed in the books of accounts.
 - (b) Property, plant and equipment have been physically verified by the management during the year in accordance with a planned programme of verifying them over the period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were identified on such verification.
 - (c) Based on our examination of the property tax receipts and lease agreement for land on which building is constructed registered sale deed / transfer deed / conveyance deed provided to us, we report that, The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note to the financial statements under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.
 - (e) There are no proceedings initiated or are pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) In respect of Inventories:
 - (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
 - (b) The Company has not been sanctioned any working capital limits in excess of Rs. 5 crores, from banks on the basis of security of current assets and other properties of the Company. Thus requirement of Clause (3) (ii)(b) of the Order does not apply to the Company.
- (iii) During the year, the Company has not provided any loans and advances in the nature of loans, and not provided security, guarantee to any other entities. Hence reporting under 3(iii) of Paragraph 3 the Order is not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not provided loans, advances, investments, guarantees and securities to directors including entities in which they are interested, therefore reporting under 3(iv) of Paragraph 3 the Order is not applicable to the Company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of sections 73 to 76 of the Act. Therefore, the provision of Clause (v) of paragraph 3 of the Order is not applicable to the Company.
- (vi) To the best of our knowledge and according to explanation given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for the service of the Company. Accordingly, the provision of Clause (vi) of paragraph 3 of the Order is not applicable to the Company.
- (vii) According to the information and explanation given to us, in respect of statutory dues:
 - (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including, Provident fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Custom Duty, Professional Tax, Cess and other material statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding at the March 31, 2025 for a period of more than six months from the date of becoming payable.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RO JEWELS LIMITED

- (b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, goods and service tax, duty of customs, and any other tax which have not been deposited on account of any dispute.
- (viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.
- (ix) The Company has not raised any term loans or other borrowings or on the pledge of securities held in its subsidiaries. Hence, the requirement to report on clause 3 (ix) of the Order is not applicable to the Company.
- (x) According to the information and explanation given to us, in respect of Public Offer:
 - (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.
 - (b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) According to the information and explanation given to us, in respect of Fraud:
 - (a) No fraud by the Company or no fraud on the Company has been noticed or reported during the year.
 - (b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor / secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) No whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi company and hence reporting under 3(xii)(a) (b) and (c) of 3 the Order is not applicable to the Company.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013, where applicable, and the details have been disclosed in notes to the financial statements, as required by the applicable accounting standards.
- (xiv) As per section 148 of Companies Act, 2013 the company requires to have an internal audit system commensurate with the size and nature of its business. In our opinion, the Company have an Internal Audit System, however we have not provided with any Internal Audit Reports during the FY 2024-25.
- (xv) The Company has not entered into any non-cash transactions with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.
- (xvi) According to the information and explanation given to us, in respect of Investment:
 - (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.
 - (b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without obtained a valid Certificate of Registration (COR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
 - (c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
 - (d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.
- (xvii) The Company has not incurred cash losses in the current financial year and in the immediately preceding financial year.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RO JEWELS LIMITED

- (xviii) There has been resignation of the statutory auditors during the year due to Casual Vacancy.
- (xix) On the basis of the financial ratios disclosed in the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) According to the information and explanation provided to us, the Company does not fulfil the criteria as specified in Section 135 of the Companies Act, 2013.

For AKGVG & Associates

Chartered Accountants

ICAI Firm Registration No.: 018598N

UDIN: 25118627BMKTDR9982

Priyank Shah

Partner

Membership No.: 118627

Place: Ahmedabad

Date: May 30, 2025

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RO JEWELS LIMITED

Annexure 2 referred to in Paragraph 2(f) on Report on Other Legal and Regulatory Requirements of Our Report of even date of RO Jewels Limited for the year ended March 31, 2025

Report on the Internal Financial Controls under Section 143(3)(i) of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **RO Jewels Limited** ('the Company') as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the ICAI. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. The Guidance Note and those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial Controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operative effectiveness. Our audit of internal financial controls with reference to these financial statements, included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of our audit opinion on the internal financial control system over financial reporting with reference to these financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial controls with reference to these financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to these financial statements includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have material effect on the financial statements.



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RO JEWELS LIMITED

Inherent Limitations of Internal Financial Controls with reference to these financial statements

Because of the inherent limitations of internal financial controls with reference to these financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to be detected. Also, projections of any evaluation of the internal financial controls with reference to these financial statements to future periods are subject to the risk that the internal financial controls with reference to these financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given by the management, the Company has, in all material respects, an adequate internal financial controls with reference to these financial statements and such internal financial controls with reference to these financial statements were operating effectively as at March 31, 2025, based on the internal controls with reference to these financial statements criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on issued by the ICAI.

For **AKGVG & Associates**

Chartered Accountants

ICAI Firm Registration No.: 018598N

UDIN: 25118627BMKTDR9982

Priyank Shah

Partner

Membership No.: 118627

Place: Ahmedabad

Date: May 30, 2025

RO JEWELS LIMITED

Statement of Assets & Liabilities as at 31st March , 2025

(Rs. In Lakh)

Particulars	Note No.	2025	2024
ASSETS			
(1) Non-Current Assets			
(i) Property, Plant And Equipment	1	47.09	52.92
(ii) Intangible Assets			
(iii) Capital Work in Progress			
(iv) Intangible assets under development			
Non-Current Financial Assets			
(a) Non-Current Investments		137.85	174.29
(b) Trade Receivables, Non-Current			
(c) Loans, Non-Current			
(d) Other Non-Current Financial Assets			
Deffered tax assets (net)			
Total Non Current Assets		184.94	227.21
(2) Current Assets			
Inventories		2076.31	1302.44
Current Financial Assets			
(a) Current investments			
(b) Trade receivables	2	181.06	347.81
(c) Cash and cash equivalents	3	24.69	17.02
(d) Bank Balance other than Cash and cash equivalents			
(e) Loans, Current	4	32.12	30.73
(f) Other Current Financial Assets			
Total Current Financial Assets		237.86	395.56
Current Tax Assets (net)			
Other Current Assets	5	41.95	153.88
Total Current Assets		2356.13	1851.88
Total Assets		2541.06	2079.09
EQUITY AND LIABILITIES			
(1) Equity			
Equity Share Capital	6	1008.93	1008.93
Other Equity	7	310.39	293.13
Total Equity		1319.32	1302.06
(2) Liabilities			
Non-Current Liabilities			
Non-Current Financial Liabilities			
(a) Borrowings , non current			
(b) Trade Payables , non current			
(c) Other non current financial liabilities			
Total Non-Current Financial Liabilities		0.00	0.00
Provision, non current			
Deffered tax liabilities (net)			
Other non current liabilities			
Total Non-Current Liabilities		0.00	0.00
Current Liabilities			
Current Financial Liabilities			
(a) Borrowings , current	8	1124.60	659.09
(b) Trade Payables , current			
(i) Total Outstanding dues of Micro Enterprises and Small Enterprises			
(ii) Total Outstanding dues of creditors other than Micro and Small Enterprises	9	81.71	35.20
(c) Other current financial liabilities			
Total Current Financial Liabilities		1206.31	694.29
Other Current liabilities			
Provision, current	10	15.43	82.75
Current tax liabilities (net)			
Total Current Liabilities		1221.74	777.03
Total Liabilities		1221.74	777.03

NOTES TO ACCOUNTS

19

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

This is the Balance Sheet referred to in our Report of even date.

FOR, AKGVG & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN No. 018598N

By order of the Board of Directors

FOR, RO JEWELS LIMITED

Sd/-

PRIYANK SHAH

(PARTNER)

MEM. NO. : 118627

UDIN : 25118627BMKTDR9982

Sd/-

SUBHAM B. SHAH

(MANAGING DIRECTOR)

Sd/-

BHARAT R. SHAH

(WHOLE TIME DIRECTOR)

DIN : 08300065

DATE : 30/05/2025

PLACE : AHMEDABAD

(RITESH SONI)

(C.S.)

RO JEWELS LIMITED

Statement of Profit & Loss for the Period Ended on 31st March, 2025

(Rs. in Lakh)

Sr. No.	Particulars	Note No.	Year ended March 31, 2025	Year ended March 31, 2024
	Income			
I	Revenue from operations	11	4547.63	36631.44
II	Other Income	12	19.09	129.21
III	Total Income (I + II)		4566.72	36760.65
	Expenses			
IV	Cost of materials consumed	13	5299.18	36883.72
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	14	-773.87	-313.33
	Employee Benefit Expense	15	4.84	21.50
	Financial Costs	16	0.25	4.16
	Depreciation and Amortization Expense	17	5.84	20.22
	Other Expenses	18	10.38	40.20
	Total Expenses (IV)		4546.61	36656.47
V	Profit before exceptional items and tax	(III - IV)	20.12	104.18
VI	Exceptional items			
VII	Profit before tax (V - VI)		20.12	104.18
VIII	Tax expense:			
	(1) Current tax		3.00	12.00
	(2) Earlier tax			
	(3) Deferred tax			0.00
IX	Profit/(Loss) from the period from continuing operations	(VII - VIII)	17.12	92.18
X	Profit/(Loss) from discontinuing operations before tax			
XI	Tax expense of discontinuing operations			
XII	Profit/(Loss) from Discontinuing operations (X - XI)		0.00	0.00
XIII	Profit/(Loss) for the period (IX + XII)		17.12	92.18
XIV	Other Comprehensive Income net of tax			
XV	Total Comprehensive Income for the year		17.12	92.18
XVI	Details of equity share capital			
	Paid up equity share capital		1008.93	1008.93
	Face value of equity share capital		2/-	2/-
XVII	Earning per share:			
	Earning per equity share for continuing operations			
	(1) Basic earnings (loss) per share from continuing operations		0.02	0.09
	(2) Diluted earnings (loss) per share from continuing operations		0.02	0.09
	Earning per equity share for discontinued operations			
	(1) Basic earnings (loss) per share from discontinued operations		-	-
	(2) Diluted earnings (loss) per share from discontinued operations		-	-
	Earning per equity share:			
	(1) Basic earnings (loss) per share from continuing and discontinued operations		0.02	0.09
	(2) Diluted earnings (loss) per share from continuing and discontinued operations		0.02	0.09

NOTES TO ACCOUNTS

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Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement.

This is the Profit & Loss Statement referred to in our Report of even date.

FOR, AKGVG & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN No. 018598N

Sd/-

PRIYANK SHAH

(PARTNER)

MEM. NO. : 118627

UDIN : 25118627BMKTD9982

DATE : 30/05/2025

PLACE : AHMEDABAD

By order of the Board of Directors

FOR, RO JEWELS LIMITED

Sd/-

SUBHAM B. SHAH

(MANAGING DIRECTOR)

DIN : 08300065

Sd/-

BHARAT R. SHAH

(WHOLE TIME DIRECTOR)

DIN : 08300063

(RITESH SONI)

(C.S.)

RO JEWELS LIMITED

Cash Flow Statement For The Year Ended 31st March, 2025

(Rs. In Lakh)

PARTICULARS	AS AT 31.03.2025	AS AT 31.03.2024
A. Cash Flow from Operating Activity		
Profit before Taxation	20.12	104.27
Add : Non Cash & Non Operating Expenses		
Depreciation Expense	5.84	20.14
Finance Cost	0.25	4.16
profit from share	19.09	129.21
	0.00	0.00
Operating Profit before Working Capital Changes	45.29	257.79
Adjustment for;		
(Increase) / Decrease in Inventory	-773.87	-313.33
(Increase) / Decrease in Debtors	166.75	-194.67
(Increase) / Decrease in Loans & Advances	-1.39	-4.19
(Increase) / Decrease in Current Assets	111.93	-48.98
(Increase) / Decrease in Short Term Borrowings	465.51	472.13
Increase / (Decrease) in Current Liabilities & Provisions	-67.16	26.27
Increase / (Decrease) in Trade Payables	46.51	-64.43
Cash Generated from Operation	-6.42	130.60
Taxes Paid	3.00	12.00
Net Cash Flow from Operating Activities	-9.42	118.60
B. Cash Flow from Investing Activity		
(Increase) / Decrease in Fixed Assets (net)	0.00	-18.56
(Increase) / Decrease in Investments & Accrued Interest Thereon	36.44	-68.77
Other Income	0.00	0.00
Net Cash Flow from Investing Activities	36.44	-87.33
C. Cash Flow from Financing Activity		
Proceeds from Issue of Shares		
Adjustments in Reserves and Surplus		
Less:- Finance Cost	-0.25	-4.16
Gain From Shares	-19.09	-129.21
Adjustment in Reserve & surplus	0.00	-17.59
Net Cash Flow from Financing Activities	-19.34	-150.97
Net Increase / (Decrease) in Cash & Cash Equivalents	7.67	-119.70
Opening Balance of Cash & Cash Equivalents	17.02	136.67
Closing Balance of Cash & Cash Equivalents	24.69	17.02
Net Increase / (Decrease) in Cash & Cash Equivalents	7.67	-119.65

FOR, AKGVG & ASSOCIATES

Chartered Accountants

FRN No. 018598N

By order of the Board of Directors

FOR , RO JEWELS LIMITED

Sd/-

PRIYANK SHAH

(PARTNER)

MEM. NO. : 118627

UDIN : 25118627BMKTDR9982

SUBHAM B. SHAH
(MANAGING DIRECTOR & CFO
DIN : 08300065

BHARAT R. SHAH
(WHOLE TIME DIRECTOR)
DIN : 08300063

Place: Ahmedabad

DATE : 30/05/2025

(RITESH SONI)
(C.S.)

RO JEWELS LIMITED

Notes Forming Integral Part of the Balance Sheet as at 31st March, 2025

Note : I Property, Plant & Equipments

(Rs. in Lakh)											
Sr. No	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2025	WDV as on 31.03.2024
(ii)	Tangible Assets										
1	AC	0.25			0.25	0.13	0.01		0.14	0.11	0.12
2	Car (Baleno)	7.50			7.50	4.38	0.37		4.75	2.75	3.12
3	CCTV	0.26			0.26	0.09	0.03		0.11	0.14	0.17
4	Computer	2.69			2.69	1.97	0.23		2.20	0.49	0.72
5	Furniture	2.09			2.09	0.88	0.12		0.99	1.10	1.21
6	Laptop	4.11			4.11	1.68	0.77		2.45	1.66	2.43
7	Plant & Machinery	0.22			0.22	0.12	0.01		0.12	0.10	0.10
8	Printer	0.56			0.56	0.41	0.05		0.46	0.10	0.15
9	Safe	0.33			0.33	0.17	0.02		0.18	0.15	0.16
10	Safe 2	0.67			0.67	0.34	0.03		0.37	0.30	0.33
11	TV	0.20			0.20	0.11	0.01		0.11	0.09	0.09
12	Two Wheelers	0.80			0.80	0.45	0.03		0.48	0.32	0.35
13	Watch	54.14			54.14	16.09	3.61		19.71	54.43	38.05
14	Mobile	9.59			9.59	3.68	0.56		4.24	5.35	5.91
	TOTAL	83.41	0.00	0.00	83.41	30.49	5.84	0.00	36.32	47.09	52.92

RO JEWELS LIMITED

Notes Forming Integral Part of the Assets & Liabilities as at 31st March, 2025

Note: 2 Trade Receivables ageing schedule

(Rs. in Lakh)

Sr. No	Particulars	2025	2024
(A)	Outstanding for following periods from the Due Date less than 6 Months		
(i)	Undisputed Trade receivables- considered Good	181.06	347.81
(ii)	Undisputed Trade Receivables-Considered Doubtful		
(iii)	Disputed Trade Receivables considered Good		
(iv)	Disputed Trade Receivables considered Doubtful		
	Sub Total in ₹ (A)	181.06	347.81
(B)	6 Months to 1 Year		
(i)	Undisputed Trade receivables- considered Good		
(ii)	Undisputed Trade Receivables-Considered Doubtful		
(iii)	Disputed Trade Receivables considered Good		
(iv)	Disputed Trade Receivables considered Doubtful		
	Sub Total in ₹ (B)	0.00	0.00
(C)	1 Year to 2 Years		
(i)	Undisputed Trade receivables- considered Good		
(ii)	Undisputed Trade Receivables-Considered Doubtful		
(iii)	Disputed Trade Receivables considered Good		
(iv)	Disputed Trade Receivables considered Doubtful		
	Sub Total in ₹(C)	0.00	0.00
	Total in ₹ (A+B+C)	181.06	347.81

Note : 3 Cash & Cash Equivalent

Sr. No.	Particulars	₹ 2025	₹ 2024
(A)	Cash-in-Hand		
1	Cash Balance	12.47	4.89
	Sub Total (A)	12.47	4.89
(B)	Bank Balance		
1	Central Bank of India	0.16	0.05
2	AU Small Finance Bank	0.27	0.27
3	Axis Bank	0.00	0.03
4	Equitas small finance Bank	0.05	0.05
5	Yes Bank	11.74	11.74
	Sub Total (B)	12.22	12.13
	Total in ₹ (A+B)	24.69	17.02

Note : 4 Short Term Loan & Advances

Sr. No.	Particulars	₹ 2025	₹ 2024
1	Other Loans & Advances	32.12	30.73
2	Beelin Broking		0.00
	Total in ₹	32.12	30.73

Note : 5 Other Current Assets

Sr. No.	Particulars	₹ 2025	₹ 2024
(A)	Other Current Assets		
1	Duties & Taxes	41.23	18.34
2	TCS Receivable	0.33	24.28
3	TDS Receivable	0.39	30.96
4	TDS TCS Receivable(2022-23)	0.00	80.30
	Total in ₹	41.95	153.88

RO JEWELS LIMITED

Notes Forming Integral Part of the Assets & Liabilities as at 31st March, 2025

(Rs. In Lakh)

Statement of Change in Equity

(A) Equity Share Capital			
Particulars	2025	2024	2023
<u>Balance as at beginning of year</u>	1010.00	1010.00	1010.00
Changes in equity share capital due to prior period errors		0.00	0.00
Restated balance at the beginning of the reporting period	1010.00	1010.00	1010.00
Changes in equity share capital during the year		0.00	0.00
<u>Balance as at end of year</u>	1010.00	1010.00	1010.00

(B) Other Equity

Particulars	Reserves and Surplus		Total
	Securities Premium Reserve	Retain Earnings	
<u>As at April 01, 2022</u>	708.19	17.55	725.74
Profit for the year	92.18	200.98	200.98
Other Comprehensive Income			
Total Comprehensive Income for the year	800.38	218.53	926.72
Increase / Decrease in Securities Premium Reserve			
Other Adjustments			
<u>As at March 31, 2023</u>	0.00	218.53	218.53
Profit for the year	17.12	92.18	109.30
Other Comprehensive Income			
Total Comprehensive Income for the year	17.12	92.18	327.83
Increase / Decrease in Securities Premium Reserve			
Other Adjustments			
<u>As at March 31, 2024</u>	17.12	310.72	327.83

Note : 6 Equity Share Capital

Sr. No.	Particulars	₹ 2025	₹ 2024	₹ 2023
(A) AUTHORIZED CAPITAL				
1	50500000 Equity Shares of Rs. 2/- each.	1010.00	1010.00	1010.00
		1010.00	1010.00	1010.00
(B) ISSUED , SUBSCRIBED & PAID UP CAPITAL				
	<i>To the Subscribers of the Memorandum</i>			
1	14160415 Equity Shares of Rs. 2/- each, Fully Paid up	283.21	283.21	283.21
2	36286065 Equity Shares of Rs. 2/- each, Fully Paid up	725.72	725.72	725.72
	Total in ₹	1008.93	1008.93	1008.93

Following Shareholders hold equity shares more than 5% of the total equity shares of the Company.

Sr. No.	SHARE HOLDER'S NAME	2025	2024	2023
1	BHARAT RASIKLAL SHAH	100.34 19.89%	100.34 19.89%	100.34 19.89%
2	SHUBHAM B. SHAH	26.56 5.26%	26.56 5.26%	26.56 5.26%
3	RUPALBEN JAYESHKUMAR SHAH	27.712 5.58%	27.77 5.58%	27.77 5.58%

RO JEWELS LIMITED

Notes Forming Integral Part of the Assets & Liabilities as at 31st March, 2025

		5.51%	5.51%	5.51%
4	Vivid Mercantile Ltd	81.87	81.87	81.87
		16.23%	16.23%	16.23%
5	Mukeshkumar S Surani	22.57	22.57	22.57
		4.47%	4.47%	4.47%

Note : 7 Other Equity

	Particulars	2025	₹ 2024	₹ 2023
	Capital Reserve		-	-
	Capital Redemption Reserve		-	-
	Securities Premium reserve		-	-
	Debenture Redemption Reserve		-	-
	Revaluation Reserve		-	-
	Shares Option Outstanding Account		-	-
	Other Reserve (Special Reserve)		-	-
	Surplus (Profit & Loss Account)	310.39	293.25	201.00
	Balance brought forward from previous year	293.25	201.00	17.55
	Less: Tax on Regular Assessment Paid / Short Provision Adj		0.06	0.00
	Add: Excess Provision Reversed	0.03	0.00	0.00
	Less: Adjustment of Earlier Period		0.00	17.53
	Add: Profit / (Loss) for the period	17.12	92.18	200.98
	Total in ₹	310.39	293.13	201.00

RO JEWELS LIMITED

Notes Forming Integral Part of the Assets & Liabilities as at 31st March, 2025

Note: 8 Borrowings Current

			₹	₹
	Particulars	2025	2024	2023
(A)	From Directors	1124.60	659.09	186.96
	Total in ₹	1124.60	659.09	186.96

Note: 9 Trade Payable ageing schedule

Sr. No.	Particulars	2025	2024	2023
	Outstanding Within 1 Year			
(i)	MSME(Undisputed)			
(ii)	Others(Undisputed)		-	
(iii)	Disputed Due - MSME		-	-
(iv)	Disputed Due - Others	81.71	35.20	97.73
	Total in ₹	81.71	35.20	97.73

Note : 10 Provisions, Current

Sr. No.	Particulars	2025	2024	2023
(A)	Other Provisions			
1	Unpaid Audit fees	5.26	5.09	0.35
2	Unpaid Salary	0.00	1.28	1.17
3	Unpaid Gst Audit fees	0.59	0.59	0.00
4	UnPaid Accounting Fees	0.50	0.50	0.00
5	Incorporation Exps Payable	0.05	0.05	0.00
6	Professional Fees	0.00	0.23	0.00
7	TCS Payable	0.00	0.35	0.38
8	TDS Payable	0.00	12.66	4.42
9	GST Payable	0.00	0.00	0.00
10	Income tax provision	9.03	62.00	50.00
	Total in ₹	15.43	82.75	56.33

RO JEWELS LIMITED

Notes Forming Part of Statement of Profit & Loss Accounts for the year ended 31st March, 2025

Note : 11 Revenue from Operations

(Rs. in Lakh)

Sr. No.	Particulars	2025	2024
1	Sales	4547.63	36631.44
	Total in ₹	4547.63	36631.44

Note : 12 Other Income

Sr. No.	Particulars	₹ 2025	₹ 2024
1	Other Income	0.06	0.01
2	Dismental Charge	0.00	0.05
3	Deferred Tax	0.00	0.05
4	Short Term Capital Gain On sale Of Shares	0.00	26.64
5	Long Term Capital Gain On sale Of Shares	19.03	102.46
	Total in ₹	19.09	129.21

Note : 13 Cost of Material Consumed

Sr. No.	Particulars	₹ 2025	₹ 2024
a) 1	<u>PURCHASES OF RAW MATERIALS AND STORES</u> Purchase	5299.18	36883.72
	Total in ₹	5299.18	36883.72

Note : 14 Change in Inventories

Sr. No.	Particulars	₹ 2025	₹ 2024
1	Opening Stock	1302.44	989.11
2	Closing Stock	2076.31	1302.44
	Total in ₹	-773.87	-313.33

Note : 15 Employment Benefit Expenses

Sr. No.	Particulars	₹ 2025	₹ 2024
1	Salary Expenses	4.84	21.50
	Total in ₹	4.84	21.50

Note : 16 Financial Cost

Sr. No.	Particulars	₹ 2025	₹ 2024
1	Bank Charges	0.25	4.16
	Total in ₹	0.25	4.16

Note : 17 Depreciation & Amortised Cost

Sr. No.	Particulars	₹ 2025	₹ 2024
1	Depreciation	5.84	20.22
	Total in ₹	5.84	20.22

Note : 18 Other Administrative Expenses

Sr. No.	Particulars	₹ 2025	₹ 2024
1	Audit Fees	0.70	0.59
2	Advertisement	0.39	0.34
3	BSE & Incorporation Expenses	7.36	8.02
4	Insurance Expenses	0.00	0.07
5	Kassar	0.00	1.38
6	Other Expenses	0.00	1.47
7	Petrol & Diesel Expenses	0.00	0.25
8	Office Expenses	0.81	0.59
9	Office Rent	0.80	3.51
10	Printing & Stationery Expenses	0.00	0.50
11	Legal & Professional Fees	0.23	0.29
12	Repairs & Maintenance Expenses	0.10	2.38
13	Short Term Capital Loss	0.00	8.10
	Total in ₹	10.38	40.20

Note : Ratio Analysis

(Rs. In Lakh)

	Particulars	2025	2024
1	Revenue From Operation	4547.63	36631.44
2	Total Purchases	5299.18	36863.72
3	Profit Before Tax	20.12	104.18
4	Interest Expenses	0.25	4.16
5	Profit Before Interest and Tax(PBIT)	20.37	108.35
6	Profit After Tax (PAT)	17.12	92.18
7	Total Outside Liabilities (Long + Short Term)	1124.60	659.09
8	Add: Equity	1319.32	1302.06
9	Capital Employed	2443.92	1961.14
10	Current Assets	2356.13	1851.88
11	Less: Current Liabilities	1221.74	777.03
12	Net Working Capital	1134.38	1074.85
13	Inventory	2076.31	1302.44
14	Trade Receivable	181.06	347.81
15	Trade Payable	81.71	35.20
(A)	Current Ratio (in times) (Current Assets/Current Liabilities)	1.93	2.38
(B)	Inventory Turnover Ratio (in times) (Revenue From Operation/Closing Inventory)	2.19	28.13
(C)	Trade Receivable Turnover Ratio (in times) (Revenue From Operation/Trade Receivable)	25.12	105.32
(D)	Trade Payable Turnover Ratio (in times) (Total Purchase/Trade Payable)	64.85	1,047.91
(E)	Net Working Capital Turnover Ratio (in times) (Revenue From Operation/Net Working Capital)	4.01	34.08
(F)	Return on Equity (Profit For Equity Shareholders/Equity)*100	1.30%	7.08%
(G)	Net Profit Ratio (Net Profit/Revenue From Operation)*100	0.38%	0.25%
(H)	Return on Capital Employed (PBIT/Capital Employed)*100	0.83%	5.52%
(I)	Debt Equity Ratio (in times) (Total Outside Liabilities/Equity)	0.85	0.51
(J)	Debt Service Coverage Ratio (in times) (PAT+Interest Exp)/(Interest Expenses)	69.49	23.14

RO JEWELS LIMITED

Notes Forming Integral Part of the Assets & Liabilities as at 31st March, 2025

Note : 1 Property , Plant & Equipments

Amount in ₹

Sr. No	Particulars	Gross Block				Depreciation				Net Block	
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2024	WDV as on 31.03.2023
(i)	Property, Plant and Equipment										
1	Software	582,621	-	-	582,621	182,445	35,736	-	218,181	364,440	400,176
2	Computer	485,287	220,254	-	705,541	203,454	44,614	-	248,068	457,473	281,833
3	Air Conditioner	1,220,595	180,138	-	1,400,733	308,279	144,420	-	452,699	948,034	912,316
4	Furniture	1,940,427	-	-	1,940,427	122,277	162,361	-	284,638	1,655,789	1,818,150
5	Bar code system	145,026	-	-	145,026	49,349	4,545	-	53,894	91,132	95,677
6	Office equipment	500,514	-	-	500,514	83,420	37,246	-	120,666	379,848	417,094
7	Company Logo	255,000	-	-	255,000	40,367	33,976	-	74,343	180,657	214,633
8	Mobile	187,264	112,881	-	300,145	23,397	7,784	-	31,181	268,964	163,867
9	Camera	289,163	69,560	-	358,723	25,482	12,525	-	38,007	320,716	263,681
10	CCTV Camera	81,857	-	-	81,857	23,632	2,766	-	26,398	55,459	58,225
11	Weighing Scale	55,950	-	-	55,950	11,788	2,098	-	13,886	42,064	44,162
12	Printer	13,400	29,500	-	42,900	9,479	621	-	10,100	32,800	3,921
13	Vehicle	187,323	-	-	187,323	164,749	1,072	-	165,821	21,502	22,574
14	Canon Lid Scanner	20,900	-	-	20,900	7,892	2,059	-	9,951	10,949	13,008
15	Wagnor Car	537,622	-	-	537,622	93,224	21,109	-	114,333	423,289	444,398
16	MG Glostar car	4,202,955	-	-	4,202,955	99,820	194,899	-	294,719	3,908,236	4,103,135
17	Mahindra XUV 300 Car	1,101,265	-	-	1,101,265	26,155	51,068	-	77,223	1,024,042	1,075,110
18	Ro Machine	12,500	-	-	12,500	2,212	489	-	2,701	9,799	10,288
19	Apple i Pad	47,671	-	-	47,671	4,421	2,054	-	6,475	41,196	43,250
20	Bundle Counting Machine	30,500	-	-	30,500	2,829	1,314	-	4,143	26,357	27,671
21	Safe	272,932	-	-	272,932	13,734	12,312	-	26,046	246,886	259,198
22	Samsung LED TV	111,718	-	-	111,718	5,307	5,055	-	10,362	101,356	106,411
23	Xerox Machine	20,000	-	-	20,000	1,402	883	-	2,285	17,715	18,598
	TOTAL	12,302,490	612,333	-	12,914,823	1,505,114	781,005	-	2,286,119	10,628,705	10,797,378

11,409,709

-	8.93
34,866.25	15.83
28,515.85	15.83
-	8.93
	4.75
	8.93
-	15.83
5,361.85	4.75
3,304.10	4.75
-	4.75
-	4.75
4,669.85	15.83
	4.75
	15.83
	4.75
-	4.75
-	4.75
	4.75
	4.75
	4.75
-	4.75
-	4.75
	4.75

76,718

RO JEWELS LIMITED

Significant Accounting Policies and Notes forming part of Accounts

Note : 19

NOTES ON ACCOUNTS

1. Previous year's figures are regrouped/rearranged wherever necessary.
2. Contingent liability in respect of claims against the company not acknowledged as debts against which the company has counter claims aggregating to Rs. is Nil.
3. The balances of Loans & Advances are subject to their confirmation and reconciliation if any.
4. In the opinion of the Board, the current assets are approximately of the value stated in the Balance sheet, if realized in the ordinary course of business.
5. Information pursuant to paragraph 2, 3, 4, 5 of Part II of the schedule III is given as under so far as it applies to the company.

a) **Payment to Statutory Auditors**

	Current Year	Previous Year
1. Audit Fees	0.70/-	0.59/-

6. There is no adjustment required to be made to the profits or loss for complying with ICDS notified u/s 145(2).

For, AKGVG & Associates
Chartered Accountants
FRN No:- 018598N

Sd/-
Priyank Shah
(Partner)
Mem. No.: 118627
UDIN: 25118627BMKTDR9982
Place: Ahmedabad
Date: 30.05.2025

For And On Behalf Of The Board

Sd/- Shubham B. Shah (Managing Director & CFO) DIN:08300065	Sd/- Bharat R. Shah (Whole Time Director) DIN:08300063
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Sd/-
Ritesh Soni
(C.S)

Significant Accounting Policies

A. Basis of preparation of Financial Statements

The Financial statements are prepared under the historical cost convention and on accrual basis in accordance with applicable accounting standards referred to in section 133 read with rule as amended time to time.

Accounting policies not specifically referred to otherwise are consistent and in accordance with the generally accepted accounting principles

B. Revenue Recognition

Sales are recorded exclusive of Taxes.

C. Property, Plant and Equipments

Property, Plant and Equipments are stated at cost of acquisition or construction less accumulated depreciation, including financial cost till such assets are ready for its intended use.

D. Depreciation

Depreciation is charged on written down value method as per Companies Act 2013.

E. Impairment of Assets

Impairment of assets if any is ordinarily assessed by comparing recoverable value of individual assets with its carrying cost.

F. Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost in respect of inventories is ascertained on Weighted Average Method.

G. Investments

Long Term Investments if any are stated at cost. Provision for diminution if any in value of assets is only made when the same is of permanent nature.

H. Retirement Benefits

- i As certified by the management, the company has no liability under the Provident Fund & Super Annuation Fund as the said acts do not apply to the company.
- ii It is explained to us that the company does not provide for any leave encashment and any liability arising thereon shall be paid and dealt with in the books of accounts at the actual time of payment.

I. Prior Period Items

Significant items of Income or Expenditure, which relates to the prior accounting periods, are accounted in the Profit and Loss Account under the head "prior year Adjustments" other than those occasioned by the events occurring during or after the close of the year and which are treated as relatable to the current year.

J. Borrowing Cost

Borrowing cost on working capital is charged against the profit & loss account in which it is incurred.

Borrowing costs that are attributable to the acquisition or construction or manufacture of qualifying assets are capitalized as a part of the cost of such assets till the date of acquisition or completion of such assets. In respect of a suspended project for an extended period, borrowing costs are not capitalized for such period.

K. Taxes on Income

Taxes on income of the current period are determined on the basis of taxable income and credits computed in accordance with the provisions of the Income tax Act, 1961.

Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

L. Provision, Contingent liabilities, and contingent assets

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but the same is

disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

M. Applicability of AS-18

In accordance with the requirements of Accounting Standard-18 (AS-18) "Related Party Transaction" issued by the Institute of Chartered Accountants of India, the following persons are considered as Related Party as define in AS-18:-

Sr.No	Name	2024-25	Relationship	Nature of transaction
1.	Bharat R. Shah	665.72/-	Director	Unsecured Loan Taken

N. Foreign Currency Transaction

There are no such foreign currency transactions during the year.

O. C/F Value of Import Raw Materials: NIL

P. Expenditure in Foreign Currency: NIL

Q. Earning per Share: The Earning Per Share (AS-20) has been computed as under:

(a) Profit after tax (Rs.In Lakhs)	Rs. 17.12/-
(b) Equity Share (In Number)	No. 1008.93
(c) Nominal value of share	Rs. 2 per share
(d) EPS	Rs. 0.02/-

For, AKGVG & Associates
Chartered Accountants
FRN No:- 018598N

Sd/-
Priyank Shah
(Partner)
Mem. No.: 118627
UDIN: 25118627BMKTDR9982
Place: Ahmedabad
Date: 30.05.2025

For And On Behalf Of The Board

Sd/- Shubham B. Shah (Managing Director & CFO) DIN:08300065	Sd/- Bharat R. Shah (Whole Time Director) DIN:08300063
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Sd/
Ritesh Soni
(C.S)