

D. P. Abhushan Limited

CIN: L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Corporate Office: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Email: cs@dpjewellers.com; Web: www.dpjewellers.com; Phone: +91 7412 247 019



D. P. Jewellers

A BOND OF TRUST SINCE 1940
A VENTURE OF D. P. ABHUSHAN LIMITED

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 and Section 108 of the Companies Act, 2013, as amended read with

Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Circulars issued by the Ministry of Corporate Affairs, Government of India and Circulars issued by the Securities and Exchange Board of India ('SEBI')]

Dear Members,

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the '**Act**') read with the Companies (Management and Administration) Rules, 2014, ('**Rules**') (which shall include any statutory modifications, amendments or re-enactments thereto,) read with General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the '**MCA Circulars**'), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the '**SEBI Listing Regulations**') including the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and other relevant circulars issued by the Securities & Exchange Board of India, if any, Secretarial Standard on General Meetings ('**SS-2**') issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs and any other applicable laws, rules and regulations circulars (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the Shareholders of the Company (as on the Cut-off Date), for Special Businesses as set out in this Postal Ballot Notice ('**Notice**'), through Postal Ballot only by way of voting by electronic means ('**Remote e-voting**').

Pursuant to and in compliance of Section 102(1) of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ('**the Postal Ballot Notice**').

In terms of the MCA Circulars and in compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder, the manner of voting on the proposed resolution is only by way of remote e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice. The Company has engaged the services of National Securities Depository Limited ('**NSDL**') for facilitating e-voting. The Company has made necessary arrangements with Bigshare Services Private Limited, Registrar and Share Transfer Agent ('**RTA**') of the Company, to enable the Shareholders to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The Notice is also available on the website of the Company.

Accordingly, in compliance with the requirements of MCA Circulars and Section 110 of the Act and the Rules made thereunder, the Postal Ballot Notice is being sent by the Company only through electronic means to all the Shareholders whose email addresses are registered with the Company, RTA and Depository Participants and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the National Securities Depository Limited ('**NSDL**') and Central Depository Services (India) Limited ('**CDSL**') as on Friday, February 07, 2025 ('**Cut-off Date**') and the physical copy of Postal Ballot Notice, postal ballot forms and other documents will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

Remote E-voting period shall commence on Sunday, February 16, 2025 (at 09:00 A.M IST) and end on Monday, March 17, 2025 (at 05:00 P.M IST) (both days inclusive). Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 P.M. (IST) on Monday, March 17, 2025. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time. Once vote on a resolution is cast by the Member, they will not be allowed to change it subsequently or cast the vote again. The voting rights of the Shareholders shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the Cut-off Date, i.e. Friday, February 07, 2025.

The Board of Directors has appointed M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900), as the scrutinizer ('**Scrutinizer**') for conducting the Postal Ballot through E-voting process in a fair and transparent manner.

Subject to the receipt of sufficient votes cast by the members of the Company, the Resolution shall be deemed to be passed on the last date of voting i.e. on Monday, March 17, 2025. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dpjewellers.com and on NSDL Website www.evoting.nsd.com and Stock Exchange's website at www.nseindia.com and www.bseindia.com and shall also be displayed at the registered office of the Company.

Registered office:

138, Chandani Chowk,
Ratlam – 457001, Madhya Pradesh

By order of the Board of Directors
For, **D. P. ABHUSHAN LIMITED**
CIN: L74999MP2017PLC043234

-- sd --

Place: Ratlam
Date: 07/02/2025

Santosh Kataria
Chairman and Managing Director
DIN: 02855068



SPECIAL BUSINESSES:

Item No. 1:

To raise capital by way of a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount aggregating up to ₹ 600.00 Crores (Rupees Six Hundred Crores only):

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“RESOLVED THAT, pursuant to the provisions of Sections 23, 42, 62(1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Companies Act’**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/ or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (**‘SEBI ICDR Regulations’**) and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended, to the extent applicable, the listing agreement(s) entered into by the Company with the stock exchanges on which the equity shares having face value of ₹ 10.00 each of the Company (**‘Equity Shares’**) are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/ or re-enactment(s) thereof (**‘FEMA’**), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and Foreign Exchange Management (Debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (**‘GOI’**), and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by the GOI, Ministry of Corporate Affairs (**‘MCA’**), the Reserve Bank of India (**‘RBI’**), BSE Limited and National Stock Exchange of India Limited (**‘Stock Exchanges’**), the Securities and Exchange Board of India (**‘SEBI’**), the Registrar of Companies, Gwalior, Madhya Pradesh (**‘RoC’**) and/ or any other regulatory/ statutory authorities, in India or abroad from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **‘Board’** which term shall be deemed to include any committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the consent of the members be and is hereby accorded to the Board to create, offer, issue and allot such number of Fully Paid up Equity Shares and / or other securities convertible into Equity Shares (including warrants, or otherwise), (hereinafter referred to as **‘Securities’**), or any combination thereof, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) (**‘BRLM(s)’**) and/or other advisor(s) or otherwise, for an aggregate amount up to ₹ 600.00 Crores (Rupees Six Hundred Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law (not being less than price determined in accordance with the price mechanism set out in the Chapter VI SEBI ICDR Regulations) and decided by the Board in consultation with the BRLM(s) and/or other advisors or otherwise on such terms and conditions as the Board may, in its absolute discretion deem fit, by way of one or more qualified institutions placement(s) (**‘QIP’**) in accordance with the provisions of Chapter VI of the ICDR Regulations, or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (**‘QIBs’**) (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors, Indian and/ or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents pension funds and/or any other categories of investors, whether or not such investors are members of the Company, to all or any of them, jointly or severally through an offer/preliminary placement document / placement document and/or other letter or circular as may be deemed appropriate, in the sole discretion by the Board in such manner and on terms and conditions, including the terms of the issuance, security, fixing of record date, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion (the **‘Issue’**) at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the BRLM(s) and/ or underwriter(s) and/ or other advisor (s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders;

RESOLVED FURTHER THAT, the issue of securities is subject to the following terms and conditions:

- a) The allotment of specified securities shall only be to Qualified Institutional Buyers (**‘QIBs’**) within the meaning of Chapter VI and a minimum of 10% of the securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
- b) The allotment of securities, shall be completed within 365 days from the date of passing of Special Resolution by the Shareholders of the Company or such other time as may be allowed under SEBI ICDR Regulations from time to time;
- c) The securities proposed to be issued, offered and allotted shall be fully paid up and dematerialized;
- d) the Equity Shares that may be created, offered, issued and allotted in terms of this special resolution by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- e) Subject to applicable law, in terms of Chapter VI of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the QIP of Equity Shares as Securities and in case Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue or the date on which holders of Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under SEBI ICDR Regulations;
- f) The Securities shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or such other time except as may be allowed under the SEBI ICDR Regulations from time to time and no single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the ICDR Regulations. It is clarified that QIBs belonging to same group or under same control shall be deemed to be single allottee;

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- g) The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolution;
- h) The offer, issue and allotment of the Securities, shall be made at such time or times that the Board of Directors or the Committee may in their absolute discretion decide, subject to the SEBI ICDR Regulations and other applicable laws, and the terms agreed between the Board of Directors and the proposed Allottees of the Securities and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations ('QIP Floor Price') provided that the Board may, in consultation with the BRLM(s), offer a discount of not more than 5% (five percent) on the QIP Floor Price or such other discount as may be permitted under SEBI ICDR Regulations to the QIP Floor Price;
- i) qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee, in accordance with Chapter VI of the SEBI ICDR Regulations;
- j) No partly paid-up Securities shall be issued/allotted;
- k) The tenure of the convertible or exchangeable securities issued through qualified institutions placement shall not exceed sixty months from the date of allotment;
- l) No allotment shall be made, either directly or indirectly, to any person who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations; and
- m) The price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the SEBI ICDR Regulations, wherever requires;

RESOLVED FURTHER THAT, for the purpose of giving effect to the aforesaid resolution, Board of Directors of the Company be and is hereby authorized to do all such acts and deeds, in consultation with the BRLM(s), as may be required including the powers to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or advisors, in its absolute discretion, deem necessary, expedient or desirable, and to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the securities including:

- a) Decide the date for the opening and closing of the issue of securities, including determining the form and manner of the issue, number of securities to be allotted, determining the relevant date, issue price, face value and execution of various transaction documents (such as placement, marketing and depository agreements), undertakings, deeds and declarations; giving or authorizing the giving by the concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time;
- b) Finalization of the allotment of the securities on the basis of the subscriptions received and approving the allotment of the Equity Shares;
- c) Finalization and arrangement for the submission of the preliminary and final placement document(s) and any amendments and supplements thereto, with the Stock Exchanges or any other applicable government and regulatory authorities, institutions or bodies, as may be required;
- d) Approval of the preliminary and final placement document(s) (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the BRLM(s)/ advisor(s), in accordance with all applicable rules, regulations and guidelines;
- e) Entering into any arrangement for managing and marketing the proposed offering of securities and to appoint, in its absolute discretion, managers (including BRLM(s)), investment banker(s), merchant banker(s), underwriter(s), guarantor(s), financial and/or legal advisor(s), depositories, listing agents, escrow bank(s)/agent(s), monitoring agency and other agents as may be required in order to facilitate or consummate the issue/ offering, and sign all applications, filings, deeds, documents, memorandum of understanding and agreements with any such entities and to pay any fees, commissions, remunerations, and expenses in connection with the proposed QIP(s);
- f) Approval of the transaction agreements including the placement agreement, escrow agreement, listing application, engagement letter(s), memorandum of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;
- g) Authorisation of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the securities;
- h) Seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Equity Shares;
- i) Seeking the listing of the resultant Equity Shares on the Stock Exchanges, and submitting the listing application to the Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- j) Determining the form, terms and timing of the issue(s)/ offering(s), issue price (including discount, if any), the quantum of securities to be issued, including selection of eligible QIBs to whom the Equity Shares are proposed to be offered, issued and allotted and matters related thereto, as per applicable laws, regulations or guidelines;
- k) To settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company;
- l) To file make appropriate regulatory filings as required under applicable law with the authorized dealer, RBI or any other regulatory authority with respect to the issuance of the securities;
- m) To do all such acts, deeds, matters and things as the Committee may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company; and



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- n) Delegating all or any of the powers herein conferred, to Board of the Company without being required to seek any further consent or approval of the Shareholders of the Company, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may be exercised by the Board or the Committee, to the end, and all actions taken by the Board or the Committee thereof, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed, in all respects.

RESOLVED FURTHER THAT, the Board be and is hereby authorised to appoint /engage BRLM(s), underwriters, depositories, custodians, registrars, bankers, lawyers, advisors, credit rating agencies, monitoring agency(ies), debenture trustees, guarantors, stabilizing agents, and all such agencies as are or may be required to be appointed, involved or concerned in such offering and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to authorise Director(s) or Key Managerial Personnel or any other officer of the Company to enter into and to execute all such arrangements, agreements, memoranda, documents, etc. with such agencies and to seek the listing of such Equity Shares issued on the Stock Exchanges where the Equity Shares of the Company are listed;

RESOLVED FURTHER THAT, for the purpose of giving effect to creation, offer, issue, allotment or listing of the Securities pursuant to the offering, the Board be and is hereby authorized, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the offering, including but not limited to the negotiation, finalization and approval of the draft as well as final offer document(s), placement document, and any addenda or corrigenda thereto with the Regulatory Authorities, as may be required, placement agreement, escrow agreement, monitoring agency agreement, agreement with the depositories and other necessary agreements, memorandum of understanding, deeds, general undertaking/indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with regulatory authorities, if any) (the '**Transaction Documents**') (whether before or after execution of the Transaction documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the '**Ancillary Documents**') as may be required or necessary for the aforesaid purpose, including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to execute any amendments to the Transaction Documents and the Ancillary Documents, and to determine the form and manner of the offering, identification and class of the Investors to whom the Securities are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹ 100 crore, the Board must make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI;

RESOLVED FURTHER THAT, the issue and allotment of securities, if any, made to NRIs, FPIs and/or other eligible foreign investors pursuant to this resolution shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable but within the overall limits as set forth thereunder;

RESOLVED FURTHER THAT, the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue or to be allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the Issue;

RESOLVED FURTHER THAT, without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, terms pertaining to voting rights, share premium and the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Securities that are not subscribed in accordance with applicable law;

RESOLVED FURTHER THAT, the Board be and is hereby authorised to delegate all or any of the powers pertaining to the QIP in such manner as they may deem fit to Fund Raising Committee of the Board, with powers to further delegate any of such powers to any of the Director(s) and/or Official(s) of the Company or any other person(s), with or without such condition(s) or stipulation(s) or in any manner, as the Fund Raising Committee may deem fit in its absolute discretion;

RESOLVED FURTHER THAT, the Directors of the Company & Company Secretary of the Company be and are hereby severally and / or jointly authorized to take all steps and to do all acts and things (including signing documents, delegating persons, etc.) for this purpose in order to give full and complete effect to this resolution."

Item No. 2:

To approve payment of remuneration by way of commission to Ms. Seema Mandloi, Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

"RESOLVED THAT, pursuant to the provisions of Section 197 and 198 and any other applicable provisions of the Companies Act, 2013 (Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6) (ca) of the SEBI LODR Regulations as amended by the SEBI LODR Regulations (Amendment) Regulations, 2018 and in terms of power granted by the Members to the Board of Directors vide their Special Resolution passed through Postal Ballot on December 22, 2024, a sum of up to ₹ 40.00 Lakh be paid as a remuneration by way of commission to Ms. Seema Mandloi (DIN: 10617559), a Non-Executive Independent Director of the Company for Financial Year 2024-25, as decided between her and Company, notwithstanding to the fact that annual remuneration payable to her exceeds fifty per cent of the total annual remuneration payable to all other non-executive directors, and such payments shall be made out of the profits of the Company for Financial Year 2024-25;

RESOLVED FURTHER THAT, the above remuneration shall be in addition to fee payable to the Director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings."

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Item No. 3:

To approve advancing of any loan and/ or give any guarantee and/ or to provide any security to any other entity(ies) in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the 'Loan') to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the 'Entities'), of an aggregate amount not at any time exceeding Rupees 100.00 Crores (Rupees One Hundred Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company;

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

Item No. 4:

To increase borrowing limits in excess of Paid-Up Share Capital, Free Reserves and Securities Premium Account of the Company U/S 180(1)(c) of the Companies Act, 2013:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“RESOLVED THAT, in suppression to special resolutions passed by the Members in their extra-ordinary general meeting held on June 20, 2017 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company ('hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution') to borrow any sum or sums of money by obtaining loans, overdraft facilities, lines of credit, commercial papers, convertible/ nonconvertible debentures, external commercial borrowings (loans/bonds), INR denominated offshore bonds or in any other forms from Banks, Financial Institutions, other Bodies Corporate or other eligible investors, from time to time, which, together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital and free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rupees 500.00 Crores (Rupees Five Hundred Crores only) or equivalent amount in any other foreign currency;

RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper as the Board in its absolute discretion may think fit.”

Item No. 5:

To increase limits to sell, lease or dispose of in any manner, property of the Company U/S 180(1)(a) of the Companies Act, 2013:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

“RESOLVED THAT, in suppression to special resolutions passed by the Members in their extra-ordinary general meeting held on June 20, 2017 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the 'Act') and any other applicable provisions, if any of the Act, or any amendment or modifications thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the 'Assets') and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re-payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of the such borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed Rupees 500.00 Crores (Rupees Five Hundred Crores only) (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) in respect of such borrowings;

RESOLVED FURTHER THAT, the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

Registered office:

138, Chandani Chowk,
Ratlam – 457001, Madhya Pradesh

By order of the Board of Directors
For, **D. P. ABHUSHAN LIMITED**
CIN: L74999MP2017PLC043234

-- sd --

Place: Ratlam

Date: 07/02/2025

Santosh Kataria
Chairman and Managing Director
DIN: 02855068



D.P. Jewellers

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A VENTURE OF D.P. ABHUSHAN LIMITED

D. P. Abhushan Limited

CIN: L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Corporate Office: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Email: cs@dpjewellers.com; **Web:** www.dpjewellers.com; **Phone:** +91 7412 247 019

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Sections 102(1) of the Act and Regulation 36 of SEBI Listing Regulation setting out material facts of the proposed resolution is annexed hereto and forms a part of this Postal Ballot Notice.
2. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form.
3. All documents required to be kept open for inspection, if any, shall be open for inspection at the Registered Office of the Company between 3.00 P.M. (IST) and 5.00 P.M. (IST) on all working days (except Saturdays, Sundays and Holidays) up to the last date of e-voting. Such documents shall also be made available on the Company's website www.dpjewellers.com to facilitate online inspection up to the last date of e-voting.
4. In terms of the MCA Circulars and Section 110 of the Act and the Rules made thereunder, this Postal Ballot Notice is being sent only to the Shareholders in ELECTRONIC MODE ONLY, whose names appear on the Register of Members/list of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose email address is registered with the Company/RTA/Depository Participant(s), as on Friday, February 07, 2025 ('Cut-off Date'). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only and the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the ASSENT or DISSENT of the Shareholders would only take place through the e-voting system only, in compliance with the provisions of Sections 108 of the Act read with the rules framed thereunder and the MCA Circulars.
5. In compliance with the provisions of Regulation 44 of the SEBI Listing Regulations and Section 108 and Section 110 of the Act read with applicable Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically and for the same, the Company has engaged the services of National Securities Depository Limited ('NSDL'). The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.dpjewellers.com, NSDL www.evoting.nsd.com and Stock Exchange's website www.nseindia.com and www.bseindia.com.
6. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, February 07, 2025.
7. The Board of Directors has appointed M/s. ALAP & CO. LLP, Practicing Company Secretaries (FRN: L2023GJ013900), as the scrutinizer for conducting the Postal Ballot through E-voting process in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of e-voting, unblock the votes cast through remote e-voting and make, not later than Two working days of the conclusion of the e-voting i.e., by Wednesday, March 19, 2025, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company. The Chairman or any other person authorised by the Chairman, shall declare the result of the voting forthwith and the same will be communicated to the BSE Limited and National Stock Exchange of India Limited and shall also be available on the Company's website www.dpjewellers.com and on NSDL Website www.evoting.nsd.com and Stock Exchange's website at www.nseindia.com and www.bseindia.com.
8. As required under Rule 20 and Rule 22 of the Rules, read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English newspaper (in English language) having nationwide circulation and one Vernacular newspaper (in vernacular language i.e. Hindi), having wide circulation in the district where the registered office of the Company is situated.
9. The remote e-voting period shall commence on Sunday, February 16, 2025 (at 09:00 A.M IST) and shall end on Monday, March 17, 2025 (at 05:00 P.M IST) (both days inclusive). During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date i.e. Friday, February 07, 2025, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
10. In case of any query/grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by email at evoting@nsdl.com or to the Company at cs@dpjewellers.com.
11. Members may download the Notice from the Company's website at www.dpjewellers.com or from NSDL's website at www.evoting.nsd.com. A copy of the Notice is also available on the website of NSE and BSE at www.nseindia.com and www.bseindia.com respectively.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. The resolution if passed by requisite majority shall be deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The resolution, if approved by the requisite majority of members by means of Postal Ballot (Remote E-voting), shall be deemed to have been passed on the last date specified by the Company for e-voting, i.e. Monday, March 17, 2025.
14. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;
 - (a) 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 cs@dpjewellers.com.

D. P. Abhushan Limited

CIN: L74999MP2017PLC043234

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- (b) 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 cs@dpjewellers.com. If you are an Individual shareholder 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.**
- (c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
15. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members can contact their DP in case the shares are held in electronic form and to Bigshare Services Private Limited ('BSPL') in case the shares are held in physical form.
17. Relevant documents referred to in the accompanying Notice of Postal Ballot are available on the website of the Company for inspection by the Members.
18. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE POSTAL BALLOT:**
- i. 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 Regulations (as amended), and the Circulars issued by the MCA dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Postal Ballot. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means.
- ii. The remote e-voting will commence on 9:00 A.M. on Sunday, February 16, 2025 and will end on 5:00 P.M. on Monday, March 17, 2025. During this period, the members of the Company holding shares as on the Cut-off date i.e. Friday, February 07, 2025 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
- iii. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- iv. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Friday, February 07, 2025.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on Sunday, February 16, 2025 at 09:00 A.M. and ends on Monday, March 17, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, February 07, 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 Friday, February 07, 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.	<p>A. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <p>B. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select 'Register Online for IDeAS' Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>C. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>A. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p>B. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>D. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

NSDL Mobile App is available on



D. P. Abhushan Limited

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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 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?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, 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.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical Your User ID is:

- 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*****.
- 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*****.
- 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***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - 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.
 - Physical User Reset Password?' (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to 'Terms and Conditions' by selecting on the check box.
- Now, you will have to click on 'Login' button.
- After you click on the 'Login' button, Home page of e-Voting will open.



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Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically on NSDL e-Voting system?

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

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csanandlavingia@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 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 cs@dpjewellers.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 cs@dpjewellers.com. If you are an Individual shareholder 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.
4. 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.
5. 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.

CONTACT DETAILS

Company	D. P. ABHUSHAN LIMITED 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh Tel No.: +91 7412 247 019; Email: cs@dpjewellers.com; Web: www.dpjewellers.com
Registrar and Transfer Agent	BIGSHARE SERVICES PRIVATE LIMITED Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. Tel No.: +91-22-6263 8200; Email: investor@bigshareonline.com; Web: www.bigshareonline.com
E-Voting Agency & VC / OAVM	NATIONAL SECURITIES DEPOSITORY LIMITED Email: evoting@nsdl.co.in NSDL Help Desk: 022 - 4886 7000
Scrutinizer	M/s. ALAP & CO. LLP, Practicing Company Secretaries - Mr. Anand S Lavingia Email: csanandlavingia@gmail.com; Tel No.: +91 79 – 3578 9144

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 and pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the accompanying Notice dated February 07, 2025)

Item No. 1:

To raise capital by way of a qualified institutions placement to eligible investors through an issuance of equity shares or other eligible securities for an amount aggregating up to ₹ 600.00 Crores (Rupees Six Hundred Crores only): SPECIAL RESOLUTIONS

The Company anticipates growth opportunities in its existing operations and continues to evaluate various avenues for organic and inorganic expansion. Towards this, the Company continues to require capital for achieving such growth and expansion. The Company intends to raise capital by way of a qualified institutions placement ('QIP') to eligible investors through an issuance of equity shares and/or convertible securities in accordance with applicable laws.

The Company proposes to utilise the proceeds from the issue of equity shares or other eligible securities through QIP (after adjustment of fees, commissions and expenses related to the offering, if any) ('Net Proceeds') for any or all, or any combination of the objects, inter-alia, expenditure towards setting-up of new stores, repayment or pre-payment, in full or part, of certain borrowings availed by the Company, working capital requirements of the Company and general corporate purposes. Not more than 25% of the proceeds from the issue of Equity Shares through QIP shall be utilized towards general corporate purposes in such a manner as may be decided by the Board from time to time.

Accordingly, as approved by the Board at their meeting held on February 07, 2025 and in order to fulfill the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value ₹ 10/- each ('Equity Shares'), and / or other securities convertible into Equity Shares (including warrants, or otherwise), (hereinafter referred to as 'Securities'), or any combination thereof, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the BRLM(s) and/or other advisor(s) or otherwise, for an aggregate amount up to ₹ 600.00 Crores (Rupees Six Hundred Crores only) or an equivalent amount thereof (inclusive of such premium as may be fixed on such Securities) at such price or prices as may be permissible under applicable law by way of one or more qualified institutions placement ('QIP') in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ('SEBI ICDR Regulations'). The issue of Securities may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and to such classes of investors as the Board (including any duly authorized committee thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with BRLM(s) and other agencies that may be appointed by the Company, subject to the SEBI ICDR Regulations, Companies Act, 2013 and other applicable guidelines, notifications, rules and regulations.

In case, it is difficult to quantify the exact amount of fund to be used from the proceeds of the Issue, a broad range of amount may be provided by the Company in the offer document provided that the broad range shall be a realistic estimation and range gap shall not exceed +/- 10% of the amount specified for that object of the Issue.

The Board (including any duly authorized committee thereof) may at their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company. The proposed issue of capital is subject to, inter alia, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange of India Limited ('Stock Exchanges'), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, Gwalior, Madhya Pradesh, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time.

The Issue is made through a QIP shall be undertaken in terms of the SEBI ICDR Regulations as follows;

1. the allotment of Securities shall only be made to qualified institutional buyers ('QIBs') as defined under SEBI ICDR Regulations and no allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
2. the allotment of the Securities shall be completed within 365 days from the date of passing of the special resolution in accordance with the SEBI ICDR Regulations and applicable laws;
3. a minimum of 10% of the Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
4. the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutions placement, shall be determined by the Board, in accordance with applicable laws, which shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as may be applicable.
5. the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board or any other committee duly authorized by the Board decides to open the QIP of Equity Shares as Securities and in case Securities are eligible convertible securities, then either the date of the meeting in which the Board or duly authorized Committee decides to open the proposed issue or the date on which holders of Securities become eligible to apply for Equity Shares, as may be determined by the Board or duly authorized Committee or such date as may be permitted under SEBI ICDR Regulations;
6. the Equity Shares of the same class, which are proposed to be allotted through QIP or pursuant to conversion or exchange of eligible securities offered through QIP, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
7. The Company confirms that none of its promoters and directors are a fugitive economic offender.
8. no single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee;



9. the Securities to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
10. a discount of not more than five percent (5%) or such other percentage as may be permitted under applicable law to the floor price may be provided in terms of the SEBI ICDR Regulations;
11. the Securities allotted shall not be eligible for sale by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time; and
12. The Company shall not undertake any subsequent QIP until the expiry of two weeks from the date of the QIP to be undertaken pursuant to the special resolution passed at this meeting.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the SEBI Listing Regulations, as amended for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects pari passu with the existing Equity Shares of the Company.

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the resolution(s) mentioned at item no. 1 for the approval by the members as a Special Resolution.

Item No. 2:

To approve payment of remuneration by way of commission to Ms. Seema Mandloi, Non-Executive Independent Director of the Company: SPECIAL RESOLUTIONS

As per Regulation 17(6) (ca) of the SEBI LODR Regulations as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of shareholders by Special Resolution is required to be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty (50%) per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

In view of the above provisions read with Sections 149, 197 & 198 and any other relevant provisions of the Companies Act, 2013 and after considering the roles and responsibilities of Ms. Seema Mandloi (DIN: 10617559), a Non-Executive Independent Director of the Company, it is proposed that Ms. Seema Mandloi (DIN: 10617559), a Non-Executive Independent Director of the Company be paid a remuneration by way of Commission of sum up to ₹ 40.00 Lakh for financial year 2024-25, notwithstanding to the fact that annual remuneration payable to her exceeds fifty per cent of the total annual remuneration payable to all other non-executive directors. This remuneration will be distributed to her in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013.

This remuneration is in addition to fee payable to her for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, the approval of the Members is sought by way of a Special Resolution under 17(6)(ca) of the SEBI LODR Regulations as amended from time to time for payment of remuneration by way of Commission to Ms. Seema Mandloi (DIN: 10617559), a Non-Executive Independent Director of the Company. Details of Ms. Seema Mandloi (DIN: 10617559) are provided at the end of this notice.

Except Ms. Seema Mandloi (DIN: 10617559), none of the Directors, Key Managerial Personnel or their relatives can be considered to be interested in or concerned in the resolution.

The Board recommends the resolution(s) mentioned at item no. 2 for the approval by the members as a Special Resolution.

Item No. 3:

To approve advancing of any loan and/ or give any guarantee and/ or to provide any security to any other entity(ies) in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act: SPECIAL RESOLUTIONS

Pursuant to Section 185 of the Companies Act, 2013 ('the Act'), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

D. P. Abhushan Limited

CIN: L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Corporate Office: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Email: cs@dpjewellers.com; **Web:** www.dpjewellers.com; **Phone:** +91 7412 247 019



D. P. Jewellers

A BOND OF TRUST SINCE 1940
A VENTURE OF D. P. ABHUSHAN LIMITED

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the 'Entities'), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time or for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item No. 3.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

The Board of Directors recommend the resolution set forth in Item No. 3 for members approval as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 3, except to the extent of their shareholdings and directorship in the Company.

Item No. 4:

To increase borrowing limits in excess of Paid-Up Share Capital, Free Reserves and Securities Premium Account of the Company U/S 180(1)(c) of the Companies Act, 2013: SPECIAL RESOLUTIONS

&

Item No. 5:

To increase limits to sell, lease or dispose of in any manner, property of the Company U/S 180(1)(a) of the Companies Act, 2013: SPECIAL RESOLUTIONS

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

Accordingly, the Board of Directors proposes to increase the limit under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 and seeks approval of the Members to empower the Board to exercise the power under that Sections up to amount which is not exceeding Rupees 500.00 Crores (Rupees Five Hundred Crores only).

The above proposals are in the interest of the Company and the Board recommends the Resolutions as set out at Item Nos. 4 & 5 for approval by the members of the Company by way of Special Resolutions.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item Nos. 4 & 5, except to the extent of their shareholdings in the Company.

Registered office:

138, Chandani Chowk,
Ratlam – 457001, Madhya Pradesh

By order of the Board of Directors
For, **D. P. ABHUSHAN LIMITED**
CIN: L74999MP2017PLC043234

-- sd --

Place: Ratlam

Date: 07/02/2025

Santosh Kataria
Chairman and Managing Director
DIN: 02855068

**D.P. Jewellers**— A BOND OF TRUST SINCE 1940 —
A VENTURE OF D.P. ABHUSHAN LIMITED**D. P. Abhushan Limited**

CIN: L74999MP2017PLC043234

Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Corporate Office: 19, Chandani Chowk, Ratlam – 457001, Madhya Pradesh

Email: cs@dpjewellers.com; Web: www.dpjewellers.com; Phone: +91 7412 247 019

Information Pursuant to Regulation 36(3) of Securities and Exchange Board of India (LODR) Regulations, 2015, as amended and Revised Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India

Name of the Director	Dr. Seema Mandloi (DIN: 10617559)
Date of Birth	6th June 1971
Nationality	Indian
Date of Appointment on the Board	May 21, 2024
Brief Profile	<p>Dr. Mrs. Seema Mandloi is an accomplished professional with a wealth of experience and expertise in various domains. With a background in legal domain, she has valuable experience in academic institutions as well as multinational companies dealing with education, Human Resource and Legal matters. Her academic journey boasts teaching and administrative positions at multiple institutes and universities, where she has contributed significantly to curriculum development and research. Dr. Mrs. Seema Mandloi is known for her excellent communication skills in both English and Hindi, she has efficiently managed administrative tasks and setup and operation of institutions. With a deep understanding of law, ethics and governance, has proven to be an asset for any organisation. Her research and policy-making endeavors in academic institutions further underline her commitment to excellence.</p> <p>Throughout her career, Dr. Mrs. Seema Mandloi has garnered numerous honors, including university merit and gold medals, and has actively contributed to societal welfare initiatives, earning special recognition for her contributions.</p>
Qualifications	PHD in Criminal law, Master Degree Law (LLM), Bachelor's Degree Law (LLB), Bachelor's Degree of Science (BSc), Bachelor of Education (B.Ed.), Master of Arts (M.A.)
Expertise in specific functional area	Human Resource and Legal matters, administrative tasks, legal expert in arbitration and Alternative Dispute Resolution (ADR)
Terms and conditions of appointment/ re-appointment	As per Appointment letter
Details of Remuneration sought to be paid (Per annum)	As stated in explanatory statement vide Item No. 2
Remuneration Last drawn	Not applicable
Number of shares held in the Company	Nil
Directorships held in public companies including deemed public companies	D. P. Abhushan Limited
Names of listed entities in which the person holds the directorship	D. P. Abhushan Limited
Names of listed entities from which she has resigned in the past three years	Nil
Number of Board Meetings attended during the FY 2024-25	7 out of 7
Chairperson / Member in the Committees of the Boards of companies in which she is Director	Nil
Relationships between Directors inter-se	None
In case of appointment of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Refer Brief Profile