

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of the Members of the Company will be held at Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001 on Thursday, 16th day of November, 2017 at 12:30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the year ended on 31st March, 2017 together with the Reports of Directors and Auditors thereon.
2. To appoint director in place of Mrs Bhavna Sanghi, Director (DIN:02681438), who retires by rotation and being eligible, offers herself for re-appointment
3. To appoint auditors and to authorise the Board to fix their remuneration and in that connection, to pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Company (Audit & Auditors) Rules, 2014, M/s D.V Aditya & Co., Chartered Accountants, (Firm Reg. No. 000044S, M. No. 0022646), Hyderabad be and are hereby appointed as the Statutory Auditors of the Company, to hold office until the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2022, subject to ratification at every Annual General Meeting and on a remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized, to inform the Statutory Auditors of the said appointment, file Form ADT-1 with the Registrar of Companies, Andhra Pradesh and Telangana and to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

SPECIAL BUSINESS:

4. Reappointment of Mr. Sanjay Kumar Sanghi as the Managing Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 196 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the member be and is hereby accorded for the re-appointment of Mr. Sanjay Kumar Sanghi (DIN- 00629693) as the Managing Director of the Company with effect from 28th August, 2017, for a further period of five years, at similar terms and conditions of appointment and without any remuneration."

"RESOLVED FURTHER THAT all items of business during the period after his tenure till reappointment stands approved and ratified unanimously and that the Board of Directors of the Company be and is hereby authorized to file the above resolution and the requisite e-forms with the Registrar of Companies, Hyderabad and to sign such other documents and do all other activities as needed to execute the aforementioned resolution."

5. Increase in Authorized Share Capital of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61, 64 and other applicable provisions, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the Companies (Share Capital and Debentures) Rules, 2014, the consent of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 6,50,00,000/- (Rupees Six Crores and Fifty Lakhs only) divided into 65,00,000 (Sixty Fifty Five Lakhs only) Equity

Shares of Rs. 10/- each to Rs. 13,50,00,000/-(Rupees Thirteen Crores and Fifty Lakhs only) divided into 1,35,00,000 (One Crore Thirty Five Lakhs only) Equity Shares of Rs. 10/- each by creation of further 70,00,000 (Seventy Lakhs) Equity Shares of Rs. 10/- each ranking pari passu with the existing equity shares of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file requisite e-forms with the Registrar of Companies, Hyderabad and to sign and execute the related documents and do all the ancillary activities as needed to give effect to the above resolution."

6. Alteration of Capital Clause of the Memorandum of Association 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 13, 61 and 64 and other applicable provisions, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) read with the Companies (Share Capital and Debentures) Rules, 2014, the consent of the members be and is hereby accorded to alter the Clause V of the Memorandum of Association of the Company by substituting it with the following Clause:

V. The Share Capital of the Company is Rs. 13,50,00,000/- (Rupees Thirteen Crores and Fifty Lakhs only) divided into 1,35,00,000 (One Crore Thirty Five Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary modify on any such rights, privileges or conditions in such manner as may for the time being, be provided by the regulations of the Company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to sign and file necessary e-forms with the Registrar of Companies, Andhra Pradesh and Telangana and other authorities/agencies, and to do other related activities to give effect to the foregoing resolution"

7. Adoption of new set of Memorandum of Association as per Table A, Schedule I of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13(1) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Memorandum of Association of the Company be altered in the manner that "The Act" or "the said Act" means the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force) applicable for Companies limited by shares and effecting the Company and wherever specific reference of Sections of the Companies Act, 1956 has been mentioned in the Memorandum, the same shall be deemed to be referring to the corresponding provisions of the Companies Act, 2013 or the Act for the time being in force and the rules made there under and in case of inconsistency or variation of any of the contents of the Memorandum of Association of the Company with the Companies Act, 2013, its rules or the Act for the time being in force, the provisions of the Companies Act, 2013, its rules or the Act for the time being in force, shall prevail and the said contents of the Memorandum of Association of the Company shall be deemed to have been amended to that extent to confirm with the provisions of Section 4 (6) of the Act".

"RESOLVED FURTHER THAT the altered Memorandum of Association incorporating the changes prescribed in Table A of Schedule I of the Companies Act, 2013 as circulated, be and is hereby approved and adopted."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file the requisite E-Forms with the Registrar of Companies, Andhra Pradesh and Telangana and perform all such duties, acts and deeds as may be required to carry out the aforesaid resolution."

8. Adoption of new set of Articles of Association as per Table F, Schedule I of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the Articles of Association of the Company be altered in the manner that "The Act" or "the said Act" means the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof, for the time being in force) applicable for Companies limited by shares and effecting the Company and wherever specific reference of Sections of the Companies Act, 1956 has been mentioned in the Articles, the same shall be deemed to be referring to the corresponding provisions of the Companies Act, 2013 or the Act for the time being in force and the rules made there under and in case of inconsistency or variation of any of the Articles with the Companies Act, 2013, its rules or the Act for the time being in force, the provisions of the Companies Act, 2013, its rules or the Act for the time being in force, shall prevail and the said Article(s) shall be deemed to have been amended to that extent, in accordance with Section 5 (6) of the Act".

"RESOLVED FURTHER THAT the altered Articles of Association incorporating the changes prescribed in Table F of Schedule I of the Companies Act, 2013 as circulated, be and is hereby approved and adopted."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to file the requisite E-Forms with the Registrar of Companies, Andhra Pradesh and Telangana and take all decisions and steps necessary or expedient, from time to time, to implement the foregoing resolution."

9. Preferential Allotment of Equity Warrants of the Company to Promoter/ Promoter Group/ Non Promoter Resident Individuals convertible into equity shares in one or more tranches.

To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Companies Act") read with the Rules made there under and such other applicable provisions, as amended and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("the ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and any other guidelines and clarifications issued by any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the permissions, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such permissions, sanctions and which may be agreed to by the Board of Directors of the Company (herein after referred to as "the Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other modifications, conditions and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to issue and allot upto 79,02,000 warrants ("Equity Warrants") on

a preferential basis; to persons within the Promoter/ Promoter Group (as defined in the ICDR Regulations) and to persons belonging to the Non-Promoter Group; each convertible into one Equity Share of face value of Rs. 10/- (Rupees Ten only) each, from time to time in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of Equity Warrants, at a price (including the warrant subscription price and the warrant exercise price) of Rs. 12.50/- each (Rupees Twelve and Fifty paise only) aggregating to upto Rs. 9,87,75,000/- (Rupees Nine Crores Eighty Seven Lakhs Seventy Five Thousand only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws."

"RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares pursuant to the exercise of the Equity Warrants is 17th November, 2017, which is 30 days prior to the date of this Annual General Meeting i.e. 16th November, 2017 and the price so calculated is Rs. 12.50/- (Rupees Twelve and Fifty paise only) per equity share.

"RESOLVED FURTHER THAT the said Equity Warrants shall be issued and allotted by the Company to the proposed allottee within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- a. The Equity Shares to be so allotted on exercise of the Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Equity Warrants may be exercised by the Equity Warrants holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants, upon full payment.
- b. An Equity Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Equity Warrants, as prescribed under Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. An Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Equity Warrant holder(s), in tranches, at the time of exercising the proportionate Equity Warrants.
- c. The issue of the Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority, as the case may be or any modifications thereof.
- d. In the event the Equity Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Equity Warrants, the Equity Warrants shall lapse and the amount paid thereon shall stand forfeited by the Company.
- e. The Equity Warrants issued and allotted to the Promoters Group will be transferable within the Promoter Group subject to the approval of the Board and such other approvals as may be necessary.
- f. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Equity Warrants, the issue price of the Equity Shares to be allotted against such Equity Warrants shall be subject to appropriate adjustment, subject to the SEBI ICDR Regulations and other applicable law.

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- g. The Equity Shares to be issued and allotted by the Company on exercise of the Equity Warrants in the manner aforesaid shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company.
- h. The Equity warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of the ICDR Regulations relating to preferential issues."

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for giving effect to above resolutions, to file the necessary forms with the Registrar of Companies, Andhra Pradesh and Telangana, SEBI, BSE and to authorize all such persons in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to take all other steps which may be ancillary in this connection."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

10. Preferential Allotment of Equity Warrants of the Company to Non Promoter Group convertible into equity shares in single tranche.

To consider and if thought fit, to pass, with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c), 42 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("the Companies Act") read with the Rules made there under and such other applicable provisions, as amended and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("the ICDR Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the LODR Regulations") and any other guidelines and clarifications issued by any other competent authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the permissions, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such permissions, sanctions and approval and which may be agreed to by the Board of Directors of the Company (herein after referred to as "the Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other modifications, conditions and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to the Board to issue and allot upto 20,90,000 warrants ("Equity Warrants") on a preferential basis; to persons belonging to the Non-Promoter Category being Resident Indians; each convertible into one Equity Share of face value of Rs. 10/- (Rupees Ten only) each, in single tranche, within a period of 18 (Eighteen) months from the date of allotment of Equity Warrants, at a

price (including the warrant subscription price and the warrant exercise price) of Rs. 12.50/- each (Rupees Twelve and Fifty paise only) aggregating to upto Rs. 2,61,25,000/- (Rupees Two Crores Sixty One Lakhs Twenty Five Thousand only), on such terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of the ICDR Regulations or other applicable laws."

"RESOLVED FURTHER THAT, in accordance with the provisions of Chapter VII of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares pursuant to the exercise of the Equity Warrants is 17th November, 2017, which is 30 days prior to the date of this Annual General Meeting i.e. 16th November, 2017 and the price so calculated is Rs. 12.50/- (Rupees Twelve and Fifty paise only) per equity share.

"RESOLVED FURTHER THAT the said Equity Warrants shall be issued and allotted by the Company to the proposed allottees within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Equity Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval."

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Warrants shall be subject to following terms:

- a. The Equity Shares to be so allotted on exercise of the Equity Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Equity Warrants may be exercised by the Equity Warrants holder(s) at any time before the expiry of 18 months from the date of allotment of the Equity Warrants.
- b. An Equity Warrant subscription price equivalent to 25% of the issue price of the Equity Shares will be payable at the time of subscription to the Equity Warrants, as prescribed under Regulation 77 of the ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. An Equity Warrant exercise price equivalent to the 75% of the issue price of the Equity Shares shall be payable by the Equity Warrant holder(s) at the time of exercising the proportionate Equity Warrants.
- c. The issue of the Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- d. In the event the Equity Warrant holder(s) does not exercise the Equity Warrants within 18 months from the date of allotment of the Equity Warrants, the same shall lapse and the amount paid thereof shall stand forfeited by the Company.
- e. In the event of the Company making a bonus issue by way of capitalization of its reserves, or a rights offer by way of issue of new Equity Shares, prior to allotment of Equity Shares resulting from the exercise of the Equity Warrants, the issue price of the Equity Shares to be allotted against such Equity Warrants shall be subject to appropriate adjustment, subject to the SEBI ICDR Regulations and other applicable law.
- f. The Equity Shares to be issued and allotted by the Company on exercise of the Equity Warrants in the manner aforesaid shall rank pari passu in all respects including dividend, with the existing Equity Shares of the Company.
- g. The Equity warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter VII of the ICDR Regulations relating to preferential issues."

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"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for giving effect to above resolutions, to file the necessary forms with the Registrar of Companies, Andhra Pradesh and Telangana and to authorize all such persons in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to take all other steps which may be ancillary in this connection."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisors, consultants and legal advisors to give effect to the aforesaid resolution."

Date: 16.10.2017

Place: 3-6-290/18, 1st Floor, Sadana Building
Hyderguda, Hyderabad- 500029

For and on behalf of the Board

Sd/-

Sanjay Kumar Sanghi

Managing Director

DIN: 00629693

Address:8-2-686/DR/7, Road No. 12,
Banjara Hills, Hyderabad - 500034

NOTES:

1. Any Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 10th November, 2017 to 16th November, 2017 (both days inclusive) for the purpose of Annual General Meeting.
3. All correspondence and share transfer documents must be addressed to the Share Transfer Agents.
4. Member who hold shares in dematerialized form are requested to bring their clients Id and DPID number for easy identification of their attendance at the meeting.
5. Members holding the shares in physical and electronic form are required to inform immediately the changes, if any, in their address of Share Transfer Agents.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

7. Instructions for e-voting facility being provided through CDSL are given elsewhere in the Notice.
8. Members are requested to notify change of address, if any, to the Company's Share Transfer Agents immediately.
9. Members / Proxies are requested to bring their attendance slips along with their copies of Annual Report to the Meeting.
10. The Equity Shares of the Company are in Compulsory Trading in dematerialized form (Scripless trading in electronic form) through Depository Participants. The ISIN Code is INE540C01021.
11. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company or the Registrar and Share Transfer Agents of the Company.
13. The relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, between 11.00 A.M. and 1.00 P.M. up to the date of the declaration of result.
14. A Member can opt only one mode for voting i.e. either Physical or e-voting. In case a member opts e-voting, he cannot exercise his vote through postal ballot form and vice-versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e- voting will be treated as invalid. Instructions for e-voting facility being provided through CDSL are given elsewhere in the Notice.
15. Shri Ajay S. Shrivastava, Practicing Company Secretary has been appointed as "Scrutinizer" for the Business mentioned to be conducted by e-voting and Poll.
16. The Results of the e-voting and Poll will be declared by the Directors by 18th November, 2017, by 3:30 P.M at the Registered Office of the Company at Hyderabad and shall be hosted on the website of the Company and on bseindia.com.
17. The Explanatory Statement under Section 102(1) of the Companies Act, 2013 in respect of Item No. 4 to Item No. 10 is annexed herewith.
18. The details pertaining to Directors liable to retire by rotation and directors proposed to be appointed/ reappointed as required to be provided pursuant to the Listing Agreement with the Stock Exchanges are as follows:

Mrs Bhavna Sanghi, aged about 43 years, has an expert knowledge in precious and semi precious gems and stones used in the manufacturing of jewellery. She has been providing valuable support and guidance to the design and development team with regard to the usage of various gemstones in an exclusive jewellery making. Her shareholding in the Company is NIL as on 31st March, 2017.

Her directorships in other public companies as on 31.03.2017 are:

1. Trisa Retail Limited

19. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to

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provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iii. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on 13th November, 2017 at 09:00 A.M and ends on 16th November, 2017 at 05:00 P.M. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 09th November, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none">• Please Enter the DOB or Bank Account Number in order to Login.• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. 'Narbada Gems and Jewellery Limited' on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533

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- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
20. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at comsec@narbadajewellery.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 15th November 2017, upto 5:00 pm without which the vote shall not be treated as valid.
21. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of 09th November, 2017. A person who is not a member as on cut off date should treat this notice for information purpose only.
22. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business, on 20th October, 2017.
23. The shareholders shall have one vote per equity share held by them as on the cut-off date of 09th November, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
24. Since the Company is providing members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 09th November, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting by Poll.
25. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
26. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 9th November, 2017 are requested to send the written / email communication to the Company at comsec@narbadajewellery.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
27. Mr. Ajay S. Shrivastava, Practicing Company Secretary (Certificate of Practice Number 3479) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.narbadajewellery.com and on the website of CDSL. The same will be communicated to the listed stock exchange viz. the BSE Limited.

EXPLANATORY STATEMENT

(Section 102(1) of the Companies Act, 2013)

Item No. 4:

Mr. Sanjay Kumar Sanghi was appointed as Managing Director of the Company for a term of five years with effect from 29th April, 2012. The Board has reappointed him on the recommendations of the Nomination & Remuneration Committee, on completion of the said term. Mr. Sanjay Kumar Sanghi, aged about 50 years, is a commerce graduate and Gemologist has more than 25 years of experience in business of dealing and trading in Gems and Jewellery. He has an immense skill and expertise in sorting and recognizing diverse range of precious and semi-precious gems used in manufacturing of various colored stone jewellery. His wisdom and business proficiency would be favorable for the Company.

In accordance with Section 196 read with Schedule V of the Companies Act, 2013, the appointment and re-appointment of Managing Director shall be approved by the members in the General Meeting. Therefore your approval is sought in this regard for the said re-appointment.

The Board recommends for the approval of the said resolution.

The Directors Mr. Ritesh Kumar Sanghi and Mrs. Bhavna Sanghi, being relatives of the appointee, are interested or concerned in the said resolution.

Item Nos. 5 and 6:

At present, the Authorized Share Capital of the Company is Rs. 6,50,00,000/- (Rupees Six Crores Fifty Lakhs only) divided into 65,00,000 (Rupee Sixty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each. The Company intends to develop its existing line of business and broaden its clientele base thereby requiring additional financial resources for its activities. In this regard, it is now proposed to increase the Authorized Share Capital of the Company.

In accordance with Section 13 read with Section 61 of the Companies Act, 2013, approval of members is required for any change in the Share Capital Clause of the Memorandum of Association of the Company.

The resolution in Item No. 06 is consequential to resolution in Item No. 5 in respect of alteration of Authorized Share Capital of the Company.

None of the Directors are in any way concerned or interested in the above resolution.

The Board recommends the aforesaid resolution as set out in item no. 5 and 6 of the notice for the approval by the members.

Item No.7:

The Company was incorporated under the Companies Act, 1956 and the Memorandum of Association (MOA) of the Company is in accordance with the format mentioned in the aforesaid Act. It is now proposed to alter the Share Capital Clause of the existing Memorandum of Association of the Company. With the enforcement of the Companies Act, 2013, it is required to adopt the new set of MOA as per the format provided in Table A, Schedule I of the Companies Act, 2013. The said alteration requires approval of members by way of special resolution, in accordance with Section 13 of the Companies Act, 2013.

The Board of Directors recommends the resolution as set out in item no. 7 of the notice for approval by the members.

None of the Directors are in any way concerned or interested in the above resolution.

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Item No. 8:

The existing Articles of Association (AoA) of the Company is based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. Upon enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same the AoA of the Company needs to be realigned as per the provisions of the Companies Act, 2013.

In accordance with the Companies Act, 2013, it is required for the Company to adopt the new set of Articles of Association (AoA) as per the form provided in Table F, Schedule I of the Companies Act, 2013.

The said alteration requires approval of members by way of special resolution, in accordance with Section 14 of the Companies Act, 2013.

The Board of Directors recommends the as set out in item no. 8 of the notice for approval by the members.

None of the Directors are in any way concerned or interested in the above resolution.

Item Nos. 9 and 10:

a) The objects of the issue:

The objective of the proposed preferential allotment of Equity Warrants is to utilize the proceeds for enhancing of its business operations and broaden its existing product line by introduction of light weight diamond jewellery. In the near future, the Company also intends to setup its in-house manufacturing unit, thereby optimizing the cost of production on the whole. In order to realize its objectives, it is required to infuse further capital in the Company

b) The proposal of the promoters/directors/key management personnel to subscribe to the offer:

Mr. Ritesh Kumar Sanghi, Mr. Sanjay Kumar Sanghi, Mrs. Bhavana Sanghi, Mr. Hanumanth Rai Sanghi, Mrs Sarala Sanghi, Mrs Pritha Sanghi, Mr. Tejas Sanghi and Mr. Uday Sanghi belonging to the Directors, Promoter and Promoter Group will be subscribing to Equity Warrants in the preferential issue. Apart from them, none of the promoters, directors or key management personnel of the Company intends to apply /subscribe to the proposed issue.

c) Total number of securities proposed to be issued:

The Company, subject to necessary approvals, is proposing to issue and allot, on a preferential basis, upto 99,92,000 Equity Warrants which may be exercised to receive Equity Shares at a price (including the Equity Warrant Subscription Price and Equity Warrant Exercise Price) of Rs. 12.50/- each (Rupees Twelve and Fifty paise only) determined in accordance with the ICDR Regulations.

d) Pricing:

The minimum price as per the pricing formula prescribed under the Chapter VII of ICDR Regulations for the preferential issue of Equity Warrants is Rs. 12.38/- each (Rupees Twelve and Thirty paise only), being the Net Asset Value of the Company as on the last Audited Balance Sheet for the Financial Year ending 31st March, 2017, the equity shares being infrequently traded at the stock exchange i.e. BSE Limited. Therefore, the Share Warrants are proposed to be issued at a price of Rs. 12.50/- (Rupees Twelve and Thirty paise only) per warrant/share. Upon Conversion, the same shall be apportioned as Rs. 10/- towards Share Capital and Rs. 2.50 per share towards Share Premium per Share.

e) Relevant Date:

The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Equity Warrants is 17th November, 2017 being 30 days prior to the date of this Annual General Meeting i.e. 16th November, 2017.

f) Proposed time within which the allotment shall be completed:

In accordance with the ICDR Regulations, the preferential issue of Equity Warrants shall be completed, within a period of 15 days from the date of passing of the special resolution contained under this item of business provided that where the allotment on preferential basis is pending on account of pendency of any approval of such allotment from any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

g) The shareholding pattern of the Company before and after the preferential issue of Equity Warrants:

S. No.	Category	Pre Issue		Post Issue	
		No. of Shares held	% of share holding	No. of Shares held post conversion of all warrants	% of share holding
A	Promoters Holding:				
1.	Indian:				
	Individual	14,33,931	48.35	81,35,931	62.79
	Bodies Corporate	550	0.02	550	0.00
	Sub Total				
2.	Foreign Promoters	-	-	-	-
	Sub Total (A)	14,34,481	48.37	81,36,481	62.79
B	Non Promoters' Holding:				
1.	Institutional Investors	-	-	-	-
2.	Non Institution:				
	Bodies Corporate	58,015	1.96	58,015	0.45
	Directors and relatives	-	-	-	-
	Indian Public	14,61,778	49.29	47,51,778	36.67
	Others (Including NRIs)	11,436	0.38	11,436	0.09
	Sub Total (B)	15,31,229	51.63	48,21,229	37.21
	GRAND TOTAL	29,65,710	100.00	1,29,57,710	100.00

Note: The above post-issue shareholding pattern assumes that the Preferential Issue of Equity Warrants issued pursuant to this resolution are fully converted into equity shares, failing which, the percentage will change accordingly.

h) The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

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The identity of the natural persons who are the ultimate beneficial owners of Equity Warrants proposed to be allotted and the percentage of the post preferential issue capital that may be held by them is given in the following table:

➤ **Persons whose Equity Warrants are convertible into Equity shares in one or more tranches**

Name of the Proposed Allottee	Category Promoter/ Promoter Group/Non-Promoter	Address	Permanent Account Number (PAN)	No. of securities to be allotted	% share holding in the Company post issue
Sanjay Kumar Sanghi	Promoter	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	AMQPS5787G	9,82,200	13.04
Ritesh Kumar Sanghi	Promoter	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	AFVPS5465B	9,82,200	13.03
Sanjay Kumar Sanghi (HUF)	Promoter Group	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	AAUHS1249D	4,76,100	3.67
Ritesh Kumar Sanghi (HUF)	Promoter Group	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	AADHR6702D	2,29,700	1.77
HanumanthraiSanghi	Promoter Group	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	AEAPS7073P	3,38,900	2.62
Sarala Sanghi	Promoter Group	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	AFVPS5457B	4,47,300	3.45
HanumanthraiSanghi (HUF)	Promoter Group	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	AABHH1798D	1,94,600	1.50
Pritha Sanghi	Promoter	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	AJYPS6286K	9,25,800	7.14

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Bhavna Sanghi	Promoter Group	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	AJYPS6513M	9,19,200	7.09
Tejas Sanghi	Promoter Group	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	DUIPS4099N	6,38,100	5.07
Uday Sanghi	Promoter Group	8-2-686/D/6/7, Road No. 12, Banjara Hills, Hyderabad, 500034, Telangana	EYNPS5899Q	5,67,900	4.40
Rajesh Gupta	Non-Promoter	8-2-293/82/A/876, Road No.45, Jubilee Hills, Hyderabad- 500033	ACWPG4939L	2,40,000	1.85
Anisha Gupta	Non-Promoter	8-2-293/82/A/876, Road No.45, Jubilee Hills, Hyderabad- 500033	ADEPG8127F	2,40,000	1.85
Mohit Gupta	Non-Promoter	8-2-293/82/A/876, Road No.45, Jubilee Hills, Hyderabad- 500033	BBPPG5753H	2,40,000	1.85
Rajesh Gupta(HUF)	Non-Promoter	8-2-293/82/A/876, Road No.45, Jubilee Hills, Hyderabad- 500033	AADHG2963F	2,40,000	1.85
Mohit Gupta(HUF)	Non-Promoter	8-2-293/82/A/876, Road No.45, Jubilee Hills, Hyderabad- 500033	AAPHM1676R	2,40,000	1.85
Total				79,02,000	72.03

➤ **Persons whose Equity Warrants are convertible into Equity shares in single tranche**

Name of the Proposed Allottee	Category Promoter/ Promoter Group/Non-Promoter	Address	Permanent Account Number (PAN)	No. of securities to be allotted	% share holding in the Company post issue
Umesh Kumar Agarwal	Non-Promoter	8-2-293/1184, Road No. 45, Jubilee Hills, Hyderabad- 500033	ACBPK9975D	2,10,000	1.62

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Rajender Kumar Agarwal	Non- Promoter	Plot No. 30, Road No. 5, Trimuthy Colony, Mahendra Hills, Sec'bad- 500026	ABLPA2496E	2,00,000	1.54
Archana	Non- Promoter	8-2-293/1184, Road No. 45, Jubilee Hills, Hyderabad- 500033	ABLPA4762H	2,00,000	1.54
Yukthi Gupta	Non- Promoter	16-11-20/1/25, Saleem Nagar Colony, Malakpet, Hyderabad- 500036	BVOPG4062N	2,00,000	1.54
Aarti	Non- Promoter	8-2-293/1184, Road No. 45, Jubilee Hills, Hyderabad- 500033	ADWPA9072D	1,80,000	1.39
Vinay Kumar Agarwal	Non- Promoter	8-2-293/82/A/893/O, Jubilee Hills, Road No. 44A, Shaikpet, Hyderabad- 500033	AEMPK0188B	1,50,000	1.16
Ritesh Kumar Agarwal (HUF)	Non- Promoter	Plot No. 30, Road No. 5, Trimuthy Colony, Mahendra Hills, East maredpally Sec-bad- 500026	AAOHR8884B	1,00,000	0.77
Jashoda Devi	Non- Promoter	Plot No. 1195, Road no. 59, Jubilee Hills, Hyderabad- 500033	ACEPJ2201Q	1,00,000	0.77
Narayandas Kakani	Non- Promoter	H No- 15-7-322, Begum Bazar, Hyderabad- 500012	AFWPK8931R	1,00,000	0.77
Poonam Kakani	Non- Promoter	H No- 15-7-322, Begum Bazar, Hyderabad- 500012	AAAPF2423N	1,00,000	0.77
Vedanth Kakani	Non- Promoter	H No- 15-7-322, Begum Bazar, Hyderabad- 500012	EGWPK0577E	1,00,000	0.77
Nidhe Navneet Kakani	Non-Promoter	158-C, Ground Floor, Laxminarayan, Modi Khana, Solapur North, Solapur- 413001	AFZPM4502K	1,00,000	0.77
Purshottam Das Agarwal	Non-Promoter	1G, Shagrilla, Lumbini Jewel Mall, Road No. 2, Banjara Hills, Hyderabad- 500034	ACNPA5404H	1,00,000	0.77

Vijay Laxmi Agarwal	Non-Promoter	1G, Shagrilla, Lumbini Jewel Mall, Road No. 2, Banjara Hills, Hyderabad- 500034	AFIPA6465J	1,00,000	0.77
Rakhee Agarwal	Non-Promoter	8-2-293/82/A/893/O, Jubilee Hills, Road No. 44A, Shaikpet, Hyderabad- 500033	ACHPR8771J	75,000	0.58
Utkarsh Agarwal	Non-Promoter	8-2-293/82/A/893/O, Jubilee Hills, Road No. 44A, Shaikpet, Hyderabad- 500033	BDAPA8481P	75,000	0.58
Total				20,90,000	16.13

i) **Change in control:**

As a result of the proposed Preferential Issue of Equity Warrants, and upon conversion of the Equity Warrants, there will be no change in the control of the Company.

j) **Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

This is the first preferential issue of securities by the Company in the current financial year and no other persons have been allotted any securities on a preferential basis during the current year.

k) **The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

The proposed allotment of equity warrants is to be made on preferential basis for cash and therefore the said justification is not applicable to the Company.

l) **Lock-in-period:**

Pre-preferential allotment holding of Equity Shares, non disposal of Equity Shares and lock-in period of the Equity Shares:

- i. The Equity Shares to be allotted on a preferential basis to the Promoter Group Company, pursuant to exercise of options against each Warrant, shall be subject to 'lock-in' for a period of three years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the ICDR Regulations.
- ii. The Equity Shares allotted on a preferential basis to the Non-Promoter Group shall be subject to 'lock-in' for a period of one year from the date of trading approval as per Regulation 78(2) of the ICDR Regulations.
- iii. The entire pre-preferential allotment shareholding, if any, of the proposed allottees under Promoter and Non-Promoter Group shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

m) **Auditor's certificate:**

A copy of the certificate from Venugopal & Chenoy, Chartered Accountants, the statutory auditors of the Company, certifying that the above preferential issue of Equity Warrants is made in

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accordance with the applicable provisions of the ICDR Regulations shall be placed before the members at the Annual General Meeting.

n) **Undertaking:**

In terms of the ICDR Regulations, the Company hereby undertakes that:

- i. It shall re-compute the price of the Equity Warrants in terms of the provision of the ICDR Regulations where it is required to do so.
- ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying Equity Warrants shall continue to be locked-in till the time such amount is paid by the proposed allottees.

o) **Other salient features of the preferential issue of equity warrants are as under:**

The proposed issue and allotment of Equity Warrants, on a preferential basis, shall be governed by the applicable provisions of the ICDR Regulations and the Companies Act read with the applicable provisions of the rules made there under. Without generality to the above, the salient features of the preferential issue of Equity Warrants are:

- ★ The amount equivalent to 25% of the total amount payable for preferential issue of Equity Warrants shall be received by the Company prior to the allotment of the warrants.
- ★ The Equity Warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches as per the terms agreed with the subscribers.
- ★ At the time of exercise, the Equity Warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Equity Warrants so being exercised on proportionate basis.
- ★ Post conversion of the Warrants (assuming full conversion), the increase in Equity Share Capital would be Rs. 12,95,77,100/- (Rupees Twelve Crores Ninety Five Lakhs Seventy Seven Thousand and One Hundred only) and the Securities Premium Account would be Rs. 2,49,80,000/- (Rupees Two Crores Forty Nine Lakhs Eighty Thousand only).

Apart from Mr. Sanjay Kumar Sanghi, the Managing Director, Mr. Ritesh Kumar Sanghi, Director and Mrs. Bhavna Sanghi, Director, belonging to the promoter and promoter group; none of the Directors or Key Managerial Personnel are any way concerned or interested in the proposed resolution in item no.9 and 10.

The Board of Directors recommends the resolution set out at item no. 09 and 10 of this notice for approval of the shareholders as Special Resolution.

Date:16.10.2017

Place: 3-6-290/18, 1st Floor, Sadana Building
Hyderguda, Hyderabad- 500029

For and on behalf of the Board

**Sd/-
Sanjay Kumar Sanghi
Managing Director
DIN: 00629693**

**Address:8-2-686/DR/7, Road No. 12
Banjara Hills, Hyderabad – 500034**

ROUTE MAP FOR THE 25TH ANNUAL GENERAL MEETING- 16.11.2017

Venue:- Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001







Gems & Jewellery Limited

ATTENDANCE SLIP

**(To be handed over at the entrance of the meeting hall)
(Annual General Meeting – 16th November, 2017)**

I hereby record my presence at the Annual General Meeting of the Company held on , 16th November, 2017 at 12:30 P.M. at Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001

Full name of the member (In BLOCK LETTERS)

Folio No.DP ID No. Client ID No.....

Full name of Proxy (In BLOCK LETTERS):

Member/ Proxy(s) Signature:

****tear here****

FORM NO. MGT-11

PROXY FORM

**[Pursuant To Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

CIN: L01222TG1992PLC014173

Name of the Company: Narbada Gems and Jewellery Limited

Registered Office: 3-6-290/18, Sadana Building, Hyderguda, Hyderabad - 500029

Name of the Member(s):
Registered Address:
E-mail ID:
Folio No/ Client ID:
DP ID:

I / We, being the member(s) of and hold/holds..... shares of the above named Company, hereby appoint

1. Name: Address:

E-mail ID: Signature: Or failing

2. Name: Address:

E-mail ID: Signature: Or failing

3. Name: Address:

E-mail ID: Signature: Or failing

Narbada Gems & Jewellery Limited

As my our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the Annual General Meeting of the Company, to be held on the 16th November, 2017 at 12:30 P.M. at Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001 and at any adjournment thereof in respect of such resolution(s) as are indicated below

Item No.	Resolution	For	Against
Ordinary Business			
1.	To consider and adopt the Audited Financial Statements as at 31 st March, 2017, Reports of the Board of Directors and Auditors.		
2.	For Re-appointment of Mrs Bhavna Sanghi, who retires by rotation		
3.	To appoint M/s D.V Aditya & Co., Chartered Accountants, as the Statutory Auditors of the Company		
Special Business:			
4.	To reappoint of Mr. Sanjay Kumar Sanghi as the Managing Director of the Company		
5.	Increase in Authorized Share Capital of the Company		
6.	Alteration of Capital Clause of the Memorandum of Association of the Company		
7.	Adoption of new set of Memorandum of Association as per Table A, Schedule I of the Companies Act, 2013		
8.	Adoption of new set of Articles of Association as per Table F, Schedule I of the Companies Act, 2013		
9.	Preferential Allotment of Equity Warrants of the Company to Promoter/ Promoter Group/ Non Promoter Individuals convertible into equity shares in one or more tranches.		
10.	Preferential Allotment of Equity Warrants of the Company to Non Promoter Group convertible into equity shares in single tranche.		

Signed this day of 2017

Signature of the Shareholder(s) Signature of Proxy (s).....

Note:

Affix
Revenue
Stamp

The form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.