

## Narbada Gems & Jewellery Limited

### **NOTICE**

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of the Company will be held Saturday, 29th September, 2018 at 10:00 A.M. at Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001, Telangana to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement for the year ended on 31st March, 2018 together with the Reports of Directors and Auditors thereon.
2. To re-appoint Shri Ritesh Kumar Sanghi, Director (DIN: 00628033), who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

3. Ratification of the Pre-Preferential allotment and Post-allotment shareholding of Mr. Umesh Kumar Agarwal (PAN: ACBPK9975D), pursuant to issue of Warrants under Preferential Issue and conversion thereof:

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

**"RESOLVED THAT** in accordance with the In-principle approval letter DCS/PREF/SD/PRE/2466/2017-18 from BSE Ltd. under Regulation 28(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in furtherance to the Special Resolution passed in the 25th Annual General Meeting of the Company held on 16th November, 2017 and as per the provisions of SEBI (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"), the Pre-Preferential allotment and Post-allotment shareholding and Post-allotment shareholding percentage of Mr. Umesh Kumar Agarwal (PAN: ACBPK9975D) as given hereunder, in accordance with Disclosure requirements of Regulation 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, pursuant to issue of Warrants under Preferential Issue and conversion thereof, be and is hereby ratified."

Name and Type of the allottee	PAN	Pre-Preferential Allotment Shareholding	Allotted Shares under Preferential issue	Post Issue Shareholding	Post Issue Shareholding % (On issued capital of Rs. 8,01,20,100/-)	Share holding % based on diluted capital of Rs.12,05,73,100/- after full conversion of warrants)
Mr. Umesh Kumar Agarwal  (Non-Promoter)	ACBPK9975D	3982	2,10,000	2,13,982	2.67	1.77

**"RESOLVED FURTHER THAT:**

1. The above mentioned Equity shares are issued in accordance with the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and same are issued on Pari-Passu basis.
2. The above mentioned Pre-Preferential allotment holding is Locked-In in accordance with Regulation 78(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the allotted Equity shares shall be Locked-In for 1 (One) year from the date of trading approval received from the BSE Ltd.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, to file the necessary e-form(s) with the Registrar of Companies, Hyderabad, for the state of Andhra Pradesh and Telangana, to make application for Listing at concerned Stock Exchange(s) 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 further authorized to generally do all such acts, deeds, matters and things as may be required in connection with the aforesaid resolution, including making necessary filings with the Stock Exchange(s) and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any regulatory authority, if required, to give effect to the aforesaid resolution."

Date: 14.08.2018

Place: 3-6-291/4/B, 2nd Floor,  
Hyderguda, Hyderabad- 500029

**By order of the Board**

**Sd/-**

**Sanjay Kumar Sanghi**

Managing Director

DIN: 00629693

**Address:**8-2-686/DR/6 and 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 22nd September, 2018 to 29th September, 2018 (both days inclusive) for the purpose of Annual General Meeting.

## Narbada Gems & Jewellery Limited

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 and Bank details to 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 01.00 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 1st October, 2018, by 05:00 P.M. at the Registered Office of the Company at Hyderabad and shall be hosted on the website of the Company; [www.narbadajewellery.com](http://www.narbadajewellery.com) and on website of the Stock Exchange; [www.bseindia.com](http://www.bseindia.com).
17. The Explanatory Statement under Section 102(1) of the Companies Act, 2013 in respect of Item No. 3 is annexed herewith.
18. The details pertaining to Director(s) liable to retire by rotation and director(s) proposed to be appointed/ re-appointed as required to be provided pursuant to the Listing Agreement with the Stock Exchange are as follows:

**Shri Ritesh Kumar Sanghi**, aged about 46 years has rich and varied experience in the field of production processes in which the Company is engaged, as well as in strategy formulation and management. He has an experience of more than 25 years in the jewellery industry. His shareholding in the Company is 11,97,399 Equity shares representing 15.35% of total share capital of the Company

as on 30th June, 2018.

His directorships in other public companies as on 31.03.2018 are:

1. Uday Jewellery Industries Limited
2. 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 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). The e- voting particulars are as under:

<b>EVS(N(Electronic Voting Sequence Number)</b>	<b>Remote e-Voting start on</b>	<b>Remote e-Voting end on</b>
180823073	26th September, 2018 at 09:00 A.M. (IST)	28th September, 2018 at 05:00 P.M. (IST)

- I. 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 **Wednesday, 26th September, 2018 at 09:00 A.M and ends on Friday, 28th September, 2018 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 **21st September, 2018** 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](http://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](http://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:

## Narbada Gems & Jewellery Limited

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"><li>⊗ 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.</li><li>⊗ 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.</li></ul>
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 (DBD)	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"><li>⊗ Please Enter the DOB or Bank Account Number in order to Login.</li><li>⊗ 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 ).</li></ul>

- (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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533
- (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 on or after 30th June 2016. 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](mailto:comsec@narbadajewellery.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or before 28th September, 2018, upto 5:00 P.M. without which the vote shall not be treated as valid.
21. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2018. 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 24th August, 2018.
23. The shareholders shall have one vote per equity share held by them as on the cut-off date of 21st September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

## Narbada Gems & Jewellery Limited

24. Since the Company is required to provide 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 21st September, 2018 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. 21st September, 2018 are requested to send the written / email communication to the Company at [comsec@narbadajewellery.com](mailto: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](http://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. 3:**

In furtherance to the approval of members in 25th Annual General Meeting of the Company held on 16th November, 2017, for issue of 99,92,000 Equity warrants to Promoter/ promoter Group and Non-Promoter Allottees, the Company received In-Principle approval from BSE Ltd. on 27th December, 2017 for issue of 90,91,600 Equity warrants.

Pursuant to the above said approval of BSE Ltd , the Company issued 90,91,600 Equity warrants to the Promoter/ Promoter Group and Non-Promoter Allottees on 11th January, 2018 and further, upon conversion of warrants in first tranche, the Company issued 50,46,300 Equity shares on 14th March, 2018.

Further, the Company made the application for Listing of 50,46,300 Equity shares allotted upon the above mentioned conversion of warrants with a delay of 2 days beyond the prescribed time limits of Twenty (20) days from the date of allotment in accordance with Regulation 108(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. The delay was due to the requirements of Regulation 78(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 for Lock-In of 3982 Equity shares being Pre-Preferential allotment shareholding of Mr. Umesh Kumar Agarwal, who is one of the Non-Promoter Allottees of the said issue. The Company regret about non-disclosure of the Pre-Preferential allotment holding of 3982 shares of Mr. Umesh Kumar Agarwal to the shareholders in the last Annual General Meeting, because the Company was not informed of the same earlier. Upon disclosure by the Allottee, the Company initiated actions for the compliance of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 in respect of the Pre-Preferential allotment holding of 3982 Equity shares and allotment of 2,10,000 Equity shares upon conversion of warrants to Mr. Umesh Kumar Agarwal, which the Company could not do earlier.

Furthermore, the Company received the Listing and Trading approval from BSE Ltd. for 48,36,300 Equity shares and 2,10,000 Equity shares allotted to Mr. Umesh Kumar Agarwal are not listed because of pending disclosure requirements as per Regulation 73 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and approval thereof by shareholders of the Company, as proposed herein.

The Pre-Preferential allotment and Post-allotment shareholding and Post-allotment shareholding percentage of Mr. Umesh Kumar Agarwal, is as under:

Name and Type of the allottee	PAN	Pre-Preferential Allotment Shareholding	Allotted Shares under Preferential issue	Post Issue Shareholding	Post Issue Shareholding % (On issued capital of Rs. 8,01,20,100/-)	Share holding % based on diluted capital of Rs.12,05,73,100/- after full conversion of warrants)
Mr. Umesh Kumar Agarwal  (Non-Promoter)	ACBPK 9975D	3982	2,10,000	2,13,982	2.67	1.77



## Narbada Gems & Jewellery Limited

The Shareholding Pattern of the Company before issue of warrants and after the full conversion of warrants issued under the Preferential Issue, as revised in accordance with the In-Principle approval received from BSE Ltd., is as under:

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	<b>Promoters Holding:</b>				
1.	Indian:				
	Individual	14,33,931	48.35	72,35,531	60.01
	Bodies Corporate	550	0.02	550	0.00
	Sub Total				
2.	Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	<b>14,34,481</b>	<b>48.37</b>	<b>72,36,081</b>	<b>60.01</b>
B	<b>Non Promoters' Holding:</b>				
1.	Institutional Investors	-	-		-
2.	Non Institution:				
	Bodies Corporate	58,015	1.96	58,015	0.48
	Directors and relatives	-	-	-	-
	Indian Public	14,61,778	49.29	47,51,778	39.41
	Others (Including NRIs)	11,436	0.38	11,436	0.09
	<b>Sub Total (B)</b>	<b>15,31,229</b>	<b>51.63</b>	<b>48,21,229</b>	<b>39.99</b>
	<b>GRAND TOTAL</b>	<b>29,65,710</b>	<b>100.00</b>	<b>1,20,57,310</b>	<b>100.00</b>

The above disclosure is required to be approved/ ratified by shareholders of the Company in the ensuing Annual General Meeting. Hence, the Board recommends the resolution for the approval of shareholders as Special resolution.

None of the Directors and KMPs, are in any way interested or concerned in the said resolution.

Date:14.08.2018

Place: 3-6-291/4/B, 2nd Floor,  
Hyderguda, Hyderabad- 500029

**By order of the Board**

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

**Address:8-2-686/DR/6 and 7, Road No. 12,**  
**Banjara Hills, Hyderabad - 500034**