



p.p. Jewellers®

2700, Desh Bandhu Gupta Road, Karol Bagh, Delhi-110005
Tel. : 011-28758864, email- nehajaiswal@ppj.co.in
Cin. U74994DL2015PTC283003

BY HAND

NOTICE

Shorter Notice is hereby given that the Extra-Ordinary General Meeting of the Members of P.P. JEWELLERS RETAIL PRIVATE LIMITED will be held at a shorter notice on Friday, the 16th day of October, 2020 at the registered office of the Company at 2700, Desh Bandhu Gupta Road, Karol Bagh, New Delhi - 110 005 at 1:00 P.M. to transact the following business(s):

SPECIAL BUSINESS:

1. CONSIDERATION AND APPROVAL OF THE ISSUANCE OF 650 CLASS A EQUITY SHARES OF RS.10/- EACH AT PREMIUM OF Rs.59,990/- PER EQUITY SHARE TO TATTORIA JEWELS PRIVATE LIMITED (FORMERLY KNOWN AS "P.P. JEWELLERS IMPEX PRIVATE LIMITED") CIN:- U74140DL2015PTC284187 UNDER SECTION 42 AND 62 OF THE COMPANIES ACT, 2013 ON PREFERENTIAL BASIS AND FURTHER ALLOW THE OFFEREE TO APPLY IN MULTIPLE TRanches FROM TIME TO TIME.

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded to issue 650 Class A Equity Shares of Rs.10/- each at a premium of Rs.59,990/- per Equity Shares aggregating to Rs.3,90,00,000/- (Rupees Three Crore Ninety Lac only) to Tattoria Jewels Private Limited (Formerly Known as "P.P. Jewellers Impex Private Limited") CIN:- U74140DL2015PTC284187 on Private Placement basis.

RESOLVED FURTHER THAT entire consideration of face value of Rs.10/- and premium of Rs.59,990/- per Equity Share shall be payable on application.

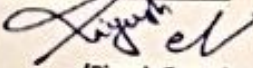
RESOLVED FURTHER THAT the Class A Equity Shares so issued shall only be entitled to exercise all the rights and privileges as reserved specifically for the said Class.

RESOLVED FURTHER THAT all monies as may be received on subscription of aforesaid Equity Shares shall be kept in a separate bank account, Mr. Piyush Gupta, Director and Mr. Anil Bhandari, Additional Director of the Company be and are hereby authorized severally to allot Class A Equity Shares of the Company to the subscriber by way of a FILE NOTE and after the allotment as well as filing of e-Form PAS-3 with Registrar of Companies, NCT of Delhi and Haryana, the said monies shall be transmitted to the regular bank account of the Company and shall be appropriated for the operations of the Company.

RESOLVED FURTHER THAT the Allotment of all the aforesaid Equity Shares shall be completed within 12 months from the date of Special Resolution as passed by the Members of the Company at this General Meeting.

RESOLVED FURTHER THAT Mr. Piyush Gupta, Director and Mr. Anil Bhandari, Additional Director of the Company be and are hereby authorized severally to prepare execute and file necessary e-forms relating to issue and allotment of Equity Shares or as required otherwise and are also authorized severally to do all such other acts, deeds, matters and things as they may, in their absolute discretion, deem fit, necessary, desirable, incidental and/or consequential to give effect to the above resolution(s)."

By order of Board of Directors
For P.P. JEWELLERS RETAIL PRIVATE LIMITED


(Piyush Gupta)

Director

DIN: 07178221

Address: C-19, Rana Pratap Bagh,
Delhi - 110 007

Date: 16.10.2020
Place: New Delhi

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NOTES:

1. THE MEETING IS BEING HELD ON SHORTER NOTICE. HENCE, THE CLAUSE OF PROXY IS NOT APPLICABLE AND FURTHER THE MEMBERS OF THE COMPANY HAVE WAIVED THEIR RIGHT TO APPOINT PROXY IN VIEW OF THE SHORTER NOTICE OF THE PRESENT EXTRA ORDINARY GENERAL MEETING.
2. Members should fill the Attendance Slip/ Register for attending the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Statement(s) pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item(s) No.1 is annexed herewith.
5. The Memorandum and Article of Association of the Company and the Valuation Report of Mr. Kanchan Dutta, a Registered Valuer (Registration No. IBBV/RV/06/2018/10396) are annexed with the Notice for the ready reference of the Members and further shall also be available for inspection at the Registered Office of the Company on 15th October, 2020 at the venue of ensuing Extra-Ordinary General Meeting from 12:30 P.M. onwards till the conclusion of the Meeting.
6. The Registered Office of the Company is located near Krishna Express Cargo Service, which is a major landmark.
7. The route map to the venue of the Meeting is enclosed herewith and forms an integral part of the notice and is a prominent location near the venue of the Meeting.

By order of Board of Directors
For P.P. JEWELLERS RETAIL PRIVATE LIMITED

(Piyush Gupta)
Director

DIN: 07178221

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STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 1

The Company proposes to issue further Equity Shares in order to raise funds for general corporate purpose.

Therefore, in order to allow the further infusion of capital in the Company, it is proposed to issue 650 Class A Equity Shares of Rs.10/- each at a premium of Rs.59,990/- per Equity Shares aggregating to Rs.3,90,00,000/- (Three Crore Ninety Lac only) to Tattoria Jewels Private Limited (Formerly known as P.P. Jewellers Impex Private Limited) on Private Placement basis in terms of Section 42 and 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 on preferential basis and further allow the offeree to apply and subscribe for such Equity Shares in multiple tranches.

The Company has obtained a detailed valuation report recommending the price of Rs.60,000/- per Equity Share is available for inspection as per details mentioned below.

Therefore, the approval of Members is required by way of Special Resolution as set out at Item No.1 of the Notice to allow 650 Class A Equity Shares of Rs.10/- each to be issued at a premium of Rs.59,990/- per Equity Shares to Tattoria Jewels Private Limited (Formerly known as P.P. Jewellers Impex Private Limited) on Private Placement basis.

The application money to be received by the Company, shall be remitted in a separate account as maintained by the Company with ICICI Bank and shall be utilized only after the filing of Form PAS-3 with Registrar of Companies, NCT of Delhi & Haryana.

The Board of Directors of the Company has already passed a resolution to issue the aforesaid Equity Shares through Private Placement/ Preferential Basis at their Meeting held on 15th October, 2020, subject to the approval of the Members of the Company, which is being sought through the above Resolution, proposed to be passed as a Special Resolution.

Accordingly, in terms of the provisions of Section 42 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the required disclosure of the Private Placement are stated below:

(a)	Particulars of the offer including date of passing of Board resolution;	: The proposed arrangement relates to issue of 650 Class A Equity Shares of Rs.10/- each at a premium of Rs.59,990/- per Equity Share to Tattoria Jewels Private Limited (Formerly known as P.P. Jewellers Impex Private Limited) on Private Placement/ Preferential basis. Date of passing of Board resolution: 15 th October, 2020
(b)	Kinds of securities offered and the price at which security is being offered;	: Class A Equity Shares of Rs.10/- each to be issued at a premium of Rs.59,990/- per Equity Share
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	: The price for issuance of each Equity share of the Company is as per the Valuation Report of Mr. Kanchan Dutta, a Registered Valuer (Registration No. IBBI/RV/06/2018/10396).
(d)	Name and Address of valuer who performed valuation;	: <u>Name:</u> Mr. Kanchan Dutta, a Registered Valuer (Registration No. IBBI/RV/06/2018/10396); <u>Address:</u> 17 th Floor, Flat No-13, 33A, J L Nehru Road, Kolkata – 700 071.
(e)	Amount which the company intends to raise by way of such securities;	: Rs.3,90,00,000/- (Three Crore Ninety Lac only) The proposed arrangement relates to issue of 650 Class A Equity Shares of Rs.10/- each at a premium of Rs.59,990/- per Equity Share to Tattoria Jewels Private Limited on Preferential

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	Public/Private Placement
(f) Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:	<p>Material terms: The proposed arrangement relates to issue of 650 Class A Equity Shares of Rs.10/- each at a premium of Rs.59,990/- per Equity Share to Tattoria Jewels Private Limited (Formerly known as P.P. Jewellers Impex Private Limited) on Private Placement/ Preferential basis.</p> <p>Proposed time schedule: The entire allotment of Equity Shares shall be completed within twelve months from the date of passing of the Special Resolution by the Members herein proposed;</p> <p>Purposes or objects of offer: For funding general corporate purpose;</p> <p>The offeree Tattoria Jewels Private Limited is one of the promoters of the Company and intends to subscribe to the said 650 Equity Shares being offered to them and the said Equity Shares are being subscribed as a stand alone transaction by the said promoter offeree.</p> <p>None of the Directors of the Company are being offered the proposed Equity Shares and hence shall not be in a position to subscribe the same.</p> <p>The Company is not acquiring any assets by way of the present preferential issue and the consideration for the said Equity Shares shall be remitted by way of cash remitted through normal banking channel and not by way of any consideration in kind.</p>

Accordingly, in terms of the provisions of Section 62 read with Rule 13 of Companies (Share Capital and Debentures) Rules, 2014, the required particulars of the Preferential Issue are stated below:

I.	The objects of the issue	: The Company proposes to issue said Equity Shares for raising funds for general corporate purpose and day to day operations of the Company.
II.	The total number of shares or other securities to be issued.	: The proposed arrangement relates to issue of 650 Class A Equity Shares of Rs.10/- each at a premium of Rs.59,990/- per Equity Share to Tattoria Jewels Private Limited (Formerly known as P.P. Jewellers Impex Private Limited) on Private Placement/ Preferential basis.
III.	The Price or price band at/within which the allotment is proposed	: The Company has obtained a detailed Valuation report recommending that the Equity Share be issued at a fair value of Rs.60,000/- per Equity Share. The Company has obtained a detailed Valuation report from Mr. Kanchan Dutta, a Registered Valuer (Registration No. IBBI/RV/06/2018/10396) recommending the fair valuation of Equity Share.
IV.	Basis on which the price has been arrived at along with report of the registered valuer.	: The price for issuance of each Equity share of the Company is as per the Valuation Report of Mr. Kanchan Dutta, a Registered Valuer (Registration No. IBBI/RV/06/2018/10396). The price has been arrived based on the discounted free cash flow method.
V.	The relevant date on the basis of which price has been arrived at	: Relevant Date means a date at-least thirty days prior to the date of which the general meeting of the company is scheduled to be held which is 31 st August, 2020.
VI.	The class or classes of persons to whom the allotment is proposed to	: The proposed allotment is for 650 Class A Equity Shares of Rs.10/- each to be issued at a premium of Rs.59,990/- per Equity Share to

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	be made	
		Tattoria Jewels Private Limited (Formerly known as P.P. Jewellers Impex Private Limited), one of the promoter of the Company on Private Placement/ Preferential basis.
VII.	Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer	The Tattoria Jewels Private Limited is one of the Promoters of the Company to whom the offer is being offered and the said promoter intends to completely subscribe the said Equity Shares as offered and further none of the Directors of the Company are being offered the proposed Equity Shares and hence shall not be in a position to subscribe the same. Furthermore, the Company doesn't have any manager or any other Key Managerial Personnel, except that Mr. Piyush Gupta is a KMP.
VIII.	Proposed time within which the allotment shall be completed	The entire allotment of Equity Shares shall be completed within twelve months from the date of passing of the Special Resolution by the Members herein proposed
IX.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Name: Tattoria Jewels Private Limited (Formerly known as P.P. Jewellers Impex Private Limited) Percentage: 10.56%
X.	Whether change in control is intended or expected	There will be no change in control or management of the Company by virtue of the proposed allotment of Equity Shares.
XI.	The 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	During the Financial Year, the Company has not made any allotment on preferential basis.
XII.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Proposed allotment will be on cash basis to be remitted by the proper banking channels and hence this query is not applicable to the Company.
XIII.	The pre issue and post issue shareholding pattern of the company in the following format-	

CATEGORY		PRE-ISSUE		POST-ISSUE @	
		No. of Shares	%	No. of Shares	%
A	Promoters' Holding				
1.	Indian :				
	Individual	10,365	94.75	10,365	89.44
	*Bodies Corporate	574	5.25	1,224	10.56
	SUB TOTAL	-	-	-	-
2.	Foreign Promoters	-	-	-	-
	SUB TOTAL (A)	10,939	100.00	11,589	100.00
B	Non-Promoters' Holding				
1.	Institutional Investors	-	-	-	-
2.	Non-Institutional:				
	Private Corporate Bodies	-	-	-	-
	Directors and Relatives	-	-	-	-
	Indian Public	-	-	-	-
	Others (Including NRIs)	-	-	-	-
	Sub Total(B)	-	-	-	-
	GRAND TOTAL	10,939	100.00	11,589	100.00

*The proposed allotment of Equity Shares to Tattoria Jewels Private Limited (Formerly known as P.P. Jewellers Impex Private Limited) is classified into promoter category.

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Pursuant to the provisions of Section 42(6) of the Companies Act, 2013, the application money received under Private Placement/ Preferential Allotment shall be kept in a Separate Bank Account in a scheduled bank and shall not be utilized for any purpose other than:

- (i) for adjustment against allotment of 650 Class A Equity Shares of Rs.10/- each to be issued at a premium of Rs.59,990/- per Equity Share to Tattoria Jewels Private Limited (Formerly known as P.P. Jewellers Impex Private Limited) in multiple tranches from time to time, if required.
- (ii) for the repayment of monies, if the company is unable to allot the shares within 60 days.

The Valuation Report will be kept open for inspection at the Registered Office of the Company on 15th October, 2020 at the venue of ensuing Extra-Ordinary General Meeting from 12:30 P.M. onwards till the conclusion of the Meeting.

Mr. Piyush Gupta, the promoter is a common Director between the Company and Tattoria Jewels Private Limited (Formerly Known as "P.P. Jewellers Impex Private Limited") and Mr. Anil Bhandari, other Director of the Company is not interested in any manner or fashion in Tattoria Jewels Private Limited (Formerly Known as "P.P. Jewellers Impex Private Limited").

Further, Tattoria Jewels Private Limited is one of the promoters of the Company and to whom the offer is being offered and the said promoter intends to completely subscribe the said Equity Shares as offered.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Accordingly, the Board recommends the **SPECIAL RESOLUTION** as stated at Item No.1 for approval of the Members.

By order of Board of Directors
For P.P. JEWELLERS RETAIL PRIVATE LIMITED

(Piyush Gupta)

Director

DIN: 07178221

Address: C-19, Rana Pratap Bagh,
Delhi – 110 007

Date: 16.10.2020

Place: New Delhi

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