

**NOTICE****BY HAND**

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 Wednesday, the 24<sup>th</sup> day of March, 2021 at the Registered Office of the Company at 2700, Desh Bandhu Gupta Road, Karol Bagh, New Delhi - 110 005 at 2:00 P.M. to transact the following business(s):

**SPECIAL BUSINESS:**

1. **CONSIDERATION AND APPROVAL OF THE ISSUANCE OF UPTO 20,00,000 0.50% COMPULSORY CONVERTIBLE DEBENTURES {"CCDS"} OF THE FACE VALUE OF RS.100/- (RUPEES ONE HUNDRED ONLY) EACH AGGREGATING UPTO RS.20,00,00,000/- (RUPEES TWENTY CRORE ONLY) TO HALLOW SECURITIES PRIVATE LIMITED UNDER SECTION 42, 62 AND 71 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, 71 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification/ amendments or re-enactments thereof) and Rule 13, 18 and other applicable Rules of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification/ amendments or re-enactments thereof) and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and/ or sanction(s) of such other statutory/ regulatory authorities, if so, required and further subject to such terms, alterations, conditions, changes, variations and/ or modifications as may be prescribed by any of them by granting such approvals and subject to such conditions and modifications, as may be considered appropriate by the Board of Directors of the Company, the consent of Members of the Company be and is hereby accorded to issue and offer upto 20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible Debentures ("CCDs") of the Face Value of Rs.100/- (Rupees One Hundred only) each aggregating Rs.20,00,00,000 (Rupees Twenty Crore Only) on Private Placement/ Preferential basis to the following identified persons, which may be subscribed by the them in one or more than one tranches.

S. No.	Name of Company	Registered office	No. of CCDs to be offered
1.	Hallow Securities Private Limited	9, LSC Masjid Moth, Greater Kailash, Part - II, New Delhi - 110 048	20,00,000

**RESOLVED FURTHER THAT** the aforesaid CCDs be offered, issued and allotted on the following terms and conditions:

- (i) **Purpose of offer:** for general corporate operations of the Company.
- (ii) **Issue Size:** 20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible Debentures ("CCDS") of the Face Value of Rs.100/- (Rupees One Hundred) each aggregating Rs.20,00,00,000 (Rupees Twenty Crore Only) on Private Placement/ Preferential basis;
- (iii) **Face value/ Issue Price per CCD:** Rs.100/- (Rupees One Hundred Only) per CCD.

- (iv) **Interest on CCDs:** The CCDs shall be issued at 0.5% coupon rate of interest and the net interest (post deduction of TDS) shall be accumulated by the Company and shall be adjusted in the conversion of the CCDs into Series A Equity Shares at the time of conversion.
- (v) **Security:** Since Debentures being issued as compulsory convertible therefore no securitization of same is required.
- (vi) **Conversion:**
  - (a) **Voluntary Conversion:** At any time prior to the Mandatory Conversion Date (as defined below). The Company and the holder of a CCDs shall have the right, exercisable by notice in writing to the other, to convert a CCDs into such number of Series A ordinary Equity Shares having one vote one share of the Company of the Face Value of Rs.10/- (Rupees Ten only) each ("Series A Equity Shares") as may be determined after carrying out the valuation of the Company as well as determining conversion and allotment price of each Equity share in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014
  - (b) **Mandatory Conversion:** Each CCD shall 0.50% compulsorily be convertible into such number of Series A Equity Shares as determined pursuant to the Conversion Ratio on the completion period ending on 31<sup>st</sup> January, 2031 from the date of its issuance ("Mandatory Conversion Date") in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014
  - (c) **Conversion Ratio:** Based on the valuation report to be obtained at the time not earlier than thirty days to the date when the holder of CCDs becomes entitled to apply for Series A Equity Shares, in accordance with Mandatory Conversion Date in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014. Further the accumulated interest during the tenure of CCD shall also be adjusted towards the conversion of the CCDs into Equity Shares of Series A.

**RESOLVED FURTHER THAT** the above said CCDs shall be converted into Series A Equity Shares as determined by the Conversion Ratio on the completion period ending on 31<sup>st</sup> January, 2031 or earlier, in accordance with the terms of issue and further the Series A Equity Shares so issued on conversion of CCDs shall rank pari passu in all respects with the Series A Equity Shares of the Company.

**RESOLVED FURTHER THAT** the Series A Equity Shares so issued shall rank pari passu in all respects with the existing Series A Equity Shares of the Company and the above said 0.50% Compulsorily Convertible Debentures will be unsecured and shall be subject to the provisions of the Memorandum and Articles of Association of the Company as may be modified from time to time.

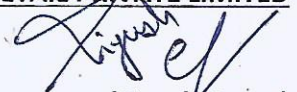
**RESOLVED FURTHER THAT** any one of the Directors of the Company be and are hereby authorized severally to circulate the Private Placement Offer cum Application Letter alongwith all other papers and documents to the above mentioned identified person.

**RESOLVED FURTHER THAT** all monies as may be received on subscription of aforesaid CCDs shall be kept in a separate bank account and allotment of the said CCDs shall be completed within sixty (60) days from the receipt of the application money and immediately after the allotment and filing of return in form PAS-3, 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 CCDs 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** any one of the Directors of the Company be and are hereby 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 resolutions."

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

  
(Piyush Gupta)

Managing Director

DIN: 07178221

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

Date: 23.03.2021  
Place: New Delhi

**NOTES:**

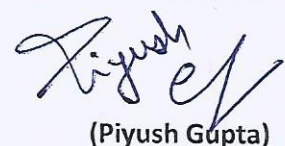
1. The Article No. 42 (I) (iii) of the Articles of Association allows the Company to convene its General Meeting(s) by issuing a shorter notice of less than 7 days and the relevant extract of Article 42 (I) (iii) is reproduced herein below for ready reference:-

*The General Meeting(s) may be convened in accordance with the provisions of Section 101 of the Companies Act, 2013 with due notice of 7 days or shorter notice and the said notice shall be circulated to all concerned including every Director as well as the Statutory Auditors of the Company either:-*

- (a) Through physical mode by hand or by way of registered post or speed post; OR
- (b) Through electronic mode as prescribed under the Companies (Management and Administration) Rules, 2014.

2. **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.**
3. Members should fill the Attendance Slip/ Register for attending the Meeting.
4. 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.
5. 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.
6. The Memorandum of Association and Article of Association of the Company 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 23<sup>rd</sup> March, 2021 and at the venue of ensuing Extra-Ordinary General Meeting on 24<sup>th</sup> March, 2021 from 11:00 P.M. till the conclusion of the Meeting.
7. The Registered Office of the Company is located near Aptech Computer Education, which is a major landmark.
8. 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)

Managing Director  
DIN: 07178221

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

Date: 23.03.2021  
Place: New Delhi

**STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

**ITEM NO. 1**

For funding the operations of the Company, it is proposed to issue 20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible Debentures ("CCDs") of the Face Value of Rs.100/- (Rupees One Hundred) each aggregating Rs.20,00,00,000/- (Rupees Twenty Crore Only) on Private Placement/ Preferential basis to identified person, which may be subscribed by the Proposed Investor(s) in one or more than one Tranches.

S. No.	Name of Company	Registered office	No. of CCDs to be offered
1.	Hallow Securities Private Limited	9, LSC Masjid Moth, Greater Kailash, Part – II, New Delhi – 110 048	20,00,000

The proposed Private Placement/ Preferential issue shall be floated and offered in accordance with the provisions of Section 42, 62, 71 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 and other applicable rules of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 and other applicable rules of Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications/ amendments or re-enactments thereof) and relevant provisions of the Memorandum and Articles of Association of the Company as well as subject to the approval of Members by way of a Special Resolution as stated at Item No.1 of the accompanying Notice.

Accordingly, the approval of Members of the Company is required by way of Special Resolution for the above said issuance CCDs as set out at Item No.1 in order to enable the Company to issue & offer 20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible Debentures ("CCDs") of the Face Value of Rs.100/- (Rupees One Hundred) each aggregating Rs.20,00,00,000/- (Rupees Twenty Crore Only) on Private Placement/ Preferential basis to the Proposed Investor(s).

The Board of Directors of the Company has already passed a resolution to issue the aforesaid CCDs through Private Placement/ Preferential Basis at their Meeting held on 23<sup>rd</sup> March, 2021 subject to the approval of the Members of the Company, which is being sought through the above 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 upto 20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible Debentures ("CCDs") of the Face Value of Rs.100/- (Rupees One Hundred only) each aggregating Rs.20,00,00,000/- (Rupees Twenty Crore Only) on Private Placement/ Preferential basis to identified person:								
		<table><tr><th>S. No.</th><th>Name of Company</th><th>Registered office</th><th>No. of CCDs to be offered</th></tr><tr><td>1.</td><td>Hallow Securities Private Limited</td><td>9, LSC Masjid Moth, Greater Kailash, Part – II,</td><td>20,00,000</td></tr></table>	S. No.	Name of Company	Registered office	No. of CCDs to be offered	1.	Hallow Securities Private Limited	9, LSC Masjid Moth, Greater Kailash, Part – II,	20,00,000
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1.	Hallow Securities Private Limited	9, LSC Masjid Moth, Greater Kailash, Part – II,	20,00,000							

			New Delhi – 110 048	
			Date of passing of Board resolution: <b>23<sup>rd</sup> March, 2021</b>	
(b)	Kinds of securities offered and the price at which security is being offered:	:	<b>Kind of securities:</b> 0.50% Compulsorily Convertible Debentures (CCD)  <b>Price:</b> 20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible Debentures ("CCDs") of the Face Value of Rs.100/- (Rupees One Hundred only) each aggregating Rs.20,00,00,000/- (Rupees Two Crore Only) on Private Placement/ Preferential basis, which shall be converted into Series A Series of Equity share having one vote one share.	
(c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;	:	20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible Debentures ("CCDs") of the Face Value of Rs.100/- (Rupees One Hundred only) each aggregating Rs.20,00,00,000/- (Rupees Twenty Crore Only) on Private Placement/ Preferential basis.  <b>Voluntary Conversion:</b> At any time prior to the Mandatory Conversion Date (as defined below). The Company and the holder of a CCDs shall have the right, exercisable by notice in writing to the other, to convert a CCDs into such number of Series A ordinary Equity Shares having one vote one share of the Company of the Face Value of Rs.10/- (Rupees Ten only) each ("Series A Equity Shares") as may be determined after carrying out the valuation of the Company as well as determining conversion and allotment price of each Equity share in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014  <b>Mandatory Conversion:</b> Each CCD shall compulsorily be convertible into such number of Series A Equity Shares as determined pursuant to the Conversion Ratio on the completion period ending on 31 <sup>st</sup> January, 2031 from the date of its issuance ("Mandatory Conversion Date") in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014  <b>Conversion Ratio:</b> Based on the valuation report to be obtained at the time not earlier than thirty days to the date when the holder of CCDs becomes entitled to apply for Series A Equity Shares, in accordance with Mandatory Conversion Date in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014. Further the accumulated interest during the tenure of CCD shall also be adjusted towards the	

		conversion of the CCDs into Equity Shares of Series A.
(d)	Name and Address of valuer who performed valuation;	: The Company will obtained the Valuation Report at the time not earlier than thirty days to the date when the holder of CCDs becomes entitled to apply for Series A Equity Shares, in accordance with provision of Rule 13(2)(h) of the Companies (Share Capital and Debentures) Rule, 2014.
(e)	Amount which the company intends to raise by way of such securities;	: Rs.20,00,00,000/- (Rupees Twenty Crore only)  The proposed arrangement relates to issue of upto 20,00,000 CCDs of Face value of Rs.100/- each to Hallow Securities Private Limited.
(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:	: <b>Material terms:</b> The proposed arrangement relates to issue of upto 20,00,000 CCDs of Face value of Rs.100/- each to Hallow Securities Private Limited on Private Placement/ Preferential basis.  <b>Proposed time schedule:</b> The entire allotment of CCDs shall be completed within twelve months from the date of passing of the Special Resolution by the Members herein proposed;  <b>Purposes or objects of offer:</b> For funding general corporate purpose and day to day operations of the Company;  <b>Principle terms of assets charged as securities:</b> The CCDs being issued are unsecured in nature and therefore the present query is not applicable.  The offeree is not related to the Company in any manner and fashion.  None of the Promoter, Directors and Key Managerial Person of the Company are being offered the proposed CCDs and hence shall not be in a position to subscribe the same.

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 CCDs 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 issue relates to subscription of upto 20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible Debentures of Face value of Rs.100/- (Rupees One Hundred only) each to Hallow Securities Private Limited.
III.	The Price or price band	: 20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible

	at/within which the allotment is proposed	<p>Debentures ("CCDs") of the Face Value of Rs.100/- (Rupees One Hundred only) each aggregating Rs.20,00,00,000/- (Rupees Twenty Crore Only) on Private Placement/ Preferential basis.</p> <p><b>Voluntary Conversion:</b> At any time prior to the Mandatory Conversion Date (as defined below). The Company and the holder of a CCDs shall have the right, exercisable by notice in writing to the other, to convert a CCDs into such number of Series A ordinary Equity Shares having one vote one share of the Company of the Face Value of Rs.10/- (Rupees Ten only) each ("Series A Equity Shares") as may be determined after carrying out the valuation of the Company as well as determining conversion and allotment price of each Equity share in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014</p> <p><b>Mandatory Conversion:</b> Each CCD shall compulsorily be convertible into such number of Series A Equity Shares as determined pursuant to the Conversion Ratio on the completion period ending on 31<sup>st</sup> January, 2031 from the date of its issuance ("Mandatory Conversion Date") in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014</p>								
IV.	Basis on which the price has been arrived at along with report of the registered valuer.	<p><b>Conversion Ratio:</b> Based on the valuation report to be obtained at the time not earlier than thirty days to the date when the holder of CCDs becomes entitled to apply for Series A Equity Shares, in accordance with Mandatory Conversion Date in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014. Further the accumulated interest during the tenure of CCD shall also be adjusted towards the conversion of the CCDs into Equity Shares of Series A.</p>								
V.	The relevant date on the basis of which price has been arrived at	<p>Valuation will be conducted near to the time of conversion in terms of Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and accordingly the relevant date can't be determined at present.</p>								
VI.	The class or classes of persons to whom the allotment is proposed to be made	<p>The proposed allotment is 20,00,000 (Twenty Lac) 0.50% Compulsorily Convertible Debentures ("CCDs") of the Face Value of Rs.100/- (Rupees One Hundred only) each aggregating Rs.20,00,00,000/- (Rupees Twenty Crore Only) on Private Placement/ Preferential basis to following identified person.</p> <table><tr><th>S. No.</th><th>Name of Company</th><th>Registered office</th><th>No. of CCDs to be offered</th></tr><tr><td>1.</td><td>Hallow Securities Private Limited</td><td>9, LSC Masjid Moth, Greater Kailash, Part – II, New Delhi – 110 048</td><td>20,00,000</td></tr></table>	S. No.	Name of Company	Registered office	No. of CCDs to be offered	1.	Hallow Securities Private Limited	9, LSC Masjid Moth, Greater Kailash, Part – II, New Delhi – 110 048	20,00,000
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1.	Hallow Securities Private Limited	9, LSC Masjid Moth, Greater Kailash, Part – II, New Delhi – 110 048	20,00,000							
VII.	Intention of the Promoters, Directors or Key Managerial	<p>The offer is being offered to Hallow Securities Private Limited, a company registered under of the Companies Act,</p>								

	Personnel to subscribe to the offer	1956.  Hence the Promoters, Directors or Key Managerial Personnel shall not be in a position to subscribe the same.																									
VIII	Proposed time within which the allotment shall be completed	: Within 60 days from the date of receipt of respective tranche of the application money from above stated identified person, the Company shall allot the appropriate number CCDs as subscribed.  Further, the entire allotment of CCDs shall be completed within twelve months from the date of passing of the Special Resolution at present Extra Ordinary General Meeting to be held and if the Company is not able to complete the allotment of aforesaid CCDs within 12 months period, than it shall again seek consent of the Members of Company by way of a special resolution for the completion of the allotment.																									
IX.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	: <table><tr><th>S. No.</th><th>Name of Company</th><th>Registered office</th><th>No. of CCDs to be offered</th></tr><tr><td>1.</td><td>Hallow Securities Private Limited</td><td>9, LSC Masjid Moth, Greater Kailash, Part – II, New Delhi – 110 048</td><td>20,00,000</td></tr></table> The percentage of post Private Placement Capital shall be determined at the time of conversion of CCDs into Equity Shares.	S. No.	Name of Company	Registered office	No. of CCDs to be offered	1.	Hallow Securities Private Limited	9, LSC Masjid Moth, Greater Kailash, Part – II, New Delhi – 110 048	20,00,000																	
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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 0.50% Compulsorily Convertible Debentures (CCDs).																									
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 2019-20 and till date, the Company has made allotments of following Series of Equity share on preferential basis and right issue basis as per the detail mentioned below: <table><tr><th>S. No.</th><th>Name of Allotee(s)</th><th>Date of allotment</th><th>No. and Class of Securities</th><th>Type of Issue</th></tr><tr><td>1.</td><td>Tattoria Jewels Private Limited</td><td>11.04.2019</td><td>100 Series A Equity share @1,00,000 each</td><td>Private Placement</td></tr><tr><td>2.</td><td>Tattoria Jewels Private Limited</td><td>15.04.2019</td><td>200 Series A Equity share @1,00,000 each</td><td>Private Placement</td></tr><tr><td>3.</td><td>Mr. Piyush Gupta</td><td>01.07.2019</td><td>200 Series B Equity share @1,00,000 each</td><td>Right Issue</td></tr><tr><td>4.</td><td>Mr. Piyush Gupta</td><td>09.07.2019</td><td>165 Series B Equity share @1,00,000 each</td><td>Right Issue</td></tr></table>	S. No.	Name of Allotee(s)	Date of allotment	No. and Class of Securities	Type of Issue	1.	Tattoria Jewels Private Limited	11.04.2019	100 Series A Equity share @1,00,000 each	Private Placement	2.	Tattoria Jewels Private Limited	15.04.2019	200 Series A Equity share @1,00,000 each	Private Placement	3.	Mr. Piyush Gupta	01.07.2019	200 Series B Equity share @1,00,000 each	Right Issue	4.	Mr. Piyush Gupta	09.07.2019	165 Series B Equity share @1,00,000 each	Right Issue
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1.	Tattoria Jewels Private Limited	11.04.2019	100 Series A Equity share @1,00,000 each	Private Placement																							
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3.	Mr. Piyush Gupta	01.07.2019	200 Series B Equity share @1,00,000 each	Right Issue																							
4.	Mr. Piyush Gupta	09.07.2019	165 Series B Equity share @1,00,000 each	Right Issue																							

			5.	Tattoria Jewels Private Limited	21.10.2020	650 Series A Equity share @60,000 each	Private Placement
			6.	Hallow Securities Private Limited	11.03.2021	7,50,000 0.50% Compulsory convertible Debentures (CCDs) of Rs.100/- each	Private Placement
			7.	Hallow Securities Private Limited	18.03.2021	2,50,000 0.50% Compulsory convertible Debentures (CCDs) of Rs.100/- each	Private Placement
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 proposed Investor through 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	89.44			
	@Bodies Corporate		1,224	10.56			
	SUB TOTAL		-	-			
2.	Foreign Promoters		-	-			
	SUB TOTAL (A)		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		11,589	100.00			

# The Company has issued and allotted 10,00,000 0.50% CCDs of Rs.100/-each aggregating to Rs.10,00,00,000/- (Rupees Ten Crores only) to Hallow Securities Private Limited on Preferential basis during the Financial Year 2020-21. The said CCDs shall be converted in Series A Equity Share depending upon the Valuation of per Series A Equity Share to be determined near the time of conversion.

Since, the valuation Report will be obtained by Company near the time of conversion of above stated CCDs into Series A Equity Shares of Rs.10/- (Rupees Ten) each having one vote each Equity Share. Hence, the post issue shareholding pattern after considering the conversion of CCDs can't be determined at present.

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 securities; or
- (ii) for the repayment of monies where the company is unable to allot securities.

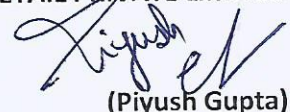
The Company is not required to maintain Debenture Redemption Reserve ("DRR") in terms of Section 71(4) of the Companies Act, 2013 as the above said Debentures are CCDs.

None of the Promoter, Director and Key Managerial Person of the Company are interested in any manner, in the proposed issue of CCDs by way of Private Placement/ Preferential Allotment.

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)

Managing Director

DIN: 07178221

Date: 23.03.2021

Place: New Delhi

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

**P.P. JEWELLERS RETAIL PRIVATE LIMITED**

**ATTENDANCE SLIP**

Members are requested to present this form for admission at the Entrance of the Meeting Hall, duly signed in accordance with their specimen signatures registered with the Company.

Regd. Folio No.		No. of Shares	
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Name of the Shareholder	
Address of the Shareholder	

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Members of **P.P. JEWELLERS RETAIL PRIVATE LIMITED** on Wednesday, the 24<sup>th</sup> day of March, 2021 at the Registered Office of the Company at 2700, Desh Bandhu Gupta Road, Karol Bagh, New Delhi – 110 005 at 2:00 P.M.

Please (v) in the box

MEMBER ☐



Signature of the Shareholder