



# 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**

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of **P.P. JEWELLERS RETAIL PRIVATE LIMITED** will be held at a shorter notice on Monday, the 30<sup>th</sup> day of July, 2018 at the Registered office of the Company at 2700, Desh Bandhu Gupta Road, Karol Bagh, New Delhi – 110 005 at 11:00 A.M. to transact the following business(s):

### **SPECIAL BUSINESS(S):**

1. **TO CONSIDER AND REPLACE THE EXISTING SET OF ARTICLE OF ASSOCIATION WITH THE NEW SET OF ARTICLE OF ASSOCIATION IN ORDER TO ALLOW THE COMPANY TO AVAIL THE VARIOUS EXEMPTIONS AS ARE ALLOWED TO A PRIVATE LIMITED COMPANY UNDER THE PROVISIONS OF THE COMPANIES ACT, 2013 BY PASSING THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION WITH OR WITHOUT MODIFICATION(S):**

*"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approval of other regulatory Authorities as may be applicable, the consent be and is hereby accorded that the existing set of Articles of Association is substituted by a new set of Articles of Association a copy of which is annexed herewith as Annexure A, which constitutes an integral part of this resolution and is also in consonance with the provisions of the Companies Act, 2013.*

*RESOLVED FURTHER THAT pursuant to the provisions of Section 15 and all other applicable provisions, if any, of the Companies Act, 2013, a noting to the above effect shall be made and entered in the each copy of the Articles of Association as printed and circulated by the Company.*

*RESOLVED FURTHER THAT Mr. Piyush Gupta and Ms. Shilpi Saraf, Directors of the Company be and are hereby authorized severally to do all such other acts, deeds, matters and things which are necessary, essential, incidental and/ or consequential to give effect to the above Resolution(s)."*

2. **TO CONSIDER AND MODIFY THE MEMORANDUM OF ASSOCIATION BY MODIFYING THE STRUCTURE OF EXISTING AUTHORIZED SHARE CAPITAL BY WAY OF INTRODUCTION OF EQUITY SHARE CAPITAL OF MULTIPLE CLASSES/SERIES BY PASSING THE FOLLOWING RESOLUTION(S) AS SPECIAL RESOLUTION WITH OR WITHOUT MODIFICATION(S):**

*"RESOLVED THAT pursuant to the provision of Section 13 & 61(1) of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (as modified from time to time) and as may be applicable to the proposed modification of Memorandum of Association and any other applicable provisions, if any, of the Companies Act, 2013, consent be and is hereby accorded to the modification of the Memorandum of Association by way of substitution of the existing Clause V of the Memorandum of Association with the following Clause V:-*

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V. The Authorized Share Capital of the Company is as follows:-

- A **Series A** - 40,000 (Forty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each having one vote each Equity Share;
- B **Series B** - 50,000 (Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each having ten vote each Equity Share;
- C **Series C** - 50,000 (Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each having one vote for each lot of ten Equity Shares and the Equity shares in this Class shall compulsorily be issued, allotted transferred and held by the Shareholders only and only in lot of TEN Equity Shares;
- D **Series D** -10,000 (Ten Thousand) Equity Shares of Rs.10/-(Rupees Ten) each having one vote each Equity Share and further no Resolution shall be passed at any General meeting without the participation and specific assent of the shareholders holding the said series of Equity Shares and further no Resolution shall be passed by way of postal ballot without the specific assent of shareholders holding the said series of Equity Shares and the Rights attached to this Class shall not be modified or varied during the lifetime of the Company;
- E **Unclassified Class of Equity Shares** - 1,00,000 (One Lac) Equity Shares of Rs.10/- (Rupees Ten) each to be classified later by the Members of the Company at a General Meeting;

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 15 and all other applicable provisions, if any, of the Companies Act, 2013, a noting to the above effect shall be made and entered in the each copy of the Memorandum of Association as printed and circulated by the Company.

**RESOLVED FURTHER THAT** Mr. Piyush Gupta and Ms. Shilpi Saraf, Directors of the Company be and are hereby authorized severally to do all such other acts, deeds, matters and things which are necessary, essential, incidental and/ or consequential to give effect to the above Resolution(s)."

3. **TO APPROVE THE RECLASSIFICATION OF THE EXISTING 9,900 ORDINARY EQUITY SHARES HELD BY MR. PIYUSH GUPTA AS CLASS D EQUITY SHARES OF RS.10/- IN TERMS OF SECTION 48 OF THE COMPANIES ACT, 2013 BY PASSING THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION WITH OR WITHOUT MODIFICATION(S):**

**"RESOLVED THAT** pursuant to the provision of Section 48 of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), the consent be and is hereby accorded that the existing shareholding of 9,990 Ordinary Equity Shares of Mr. Piyush Gupta be and is reclassified into 9,990 Class D Equity Shares entitled to all the rights and privileges as attached to the said Class."

4. **TO APPROVE THE ISSUANCE OF UPTO 2,000 CLASS A EQUITY SHARES OF RS.10/- EACH AT A PREMIUM OF RS.99,990/- PER EQUITY SHARE AGGREGATING TO ISSUE PRICE OF RS.1,00,000/-PER EQUITY SHARE TO P.P. JEWELLERS IMPEX PRIVATE LIMITED UNDER SECTION 42 AND 62 OF THE COMPANIES ACT, 2013 ON PREFERENTIAL BASIS BY PASSING**

  
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**THE FOLLOWING RESOLUTION AS SPECIAL RESOLUTION WITH OR WITHOUT MODIFICATION(S):**

**"RESOLVED THAT** pursuant to the provisions of Section 42, 62 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 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 be and is hereby accorded to issue of upto 2,000 Class A Equity Shares of Rs.10/- each at a premium of Rs.99,990/- Per Equity Share aggregating to issue price of Rs.1,00,000/-per Equity Share on Private Placement/Preferential basis to P.P. JEWELLERS IMPEX PRIVATE LIMITED, which may be subscribed by the Proposed Investor in one or more than one tranches.

**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 and Ms. Shilpi Saraf, Directors of the Company are hereby authorized jointly and severally to allot Class A Equity Shares of the Company to the subscriber by way of a file note and immediately after the allotment, 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 and Ms. Shilpi Saraf, 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."

5. **RATIFICATION OF ALL THE DONATIONS MADE TO CHARITABLE AND OTHER FUNDS IN FINANCIAL YEAR 2017-18 AND IN FINANCIAL YEAR 2018-19 TILL DATE AND TO AUTHORIZE ANY FURTHER DONATIONS MADE TO CHARITABLE AND OTHER FUNDS IN FINANCIAL YEAR 2018-19 UNDER SECTION 181 COMPANIES ACT, 2013 BY PASSING THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION WITH OR WITHOUT MODIFICATION(S):**

**"RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 the following donations as made in Financial Years 2017-18 and Financial Years 2018-19 till date be and are hereby approved and ratified with effect from the respective date of such donation:-

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## Financial Year 2017-18

S. No	Name	Amount	Date of Payment
1.	EKTA MISSION	1,00,000	13.09.2017
2.	ISKON	1,00,000	25.11.2017
3.	TABLE TENNIS FEDERATION OF INDIA	1,00,000	07.03.2018
<b>TOTAL</b>		<b>3,00,000</b>	

## Financial Year 2018-19 till date

S. No	Name	Amount	Date of Payment
1.	ARYA VAJRA	5,100	07.04.2018
2.	GWYER HALL	50,000	17.04.2018
<b>TOTAL</b>		<b>55,100</b>	

**RESOLVED FURTHER THAT** Mr. Piyush Gupta, Whole Time Director be and is hereby authorized to further make donations from time to time, as may be deemed appropriate by him, in accordance with the provisions of the Section 181 of the Companies Act, 2013, which may be reported to the Board of Directors at a Meeting held after such donations.

**RESOLVED FURTHER THAT** Mr. Piyush Gupta Whole Time Director be and is hereby authorized to do all such things, deeds, matters, and acts as may be required to give effect to this resolution or which are incidental, consequential and ancillary thereto."

6. **RATIFICATION OF APPOINTMENT OF MR. PAWAN KUMAR GUPTA AS CHIEF OPERATIONAL OFFICER OF THE COMPANY BY PASSING THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION WITH OR WITHOUT MODIFICATION(S):**

**"RESOLVED THAT** pursuant to the provisions of Section 179 and Section 188(1)(f) of Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its Power) Rules, 2014 (including any amendment to or re-enactment thereof) and all other applicable provisions, if any, the appointment of Mr. Pawan Kumar Gupta as Chief Operational Officer of the Company at the present monthly remuneration of Rs.1,80,000/- (Rupees One Lac Eighty Thousand only) with effect from 6<sup>th</sup> February, 2018 in continuity of his past services in the salary range of Rs.1,80,000/- Rs.60,000/-Rs.3,00,000/-Rs.1,00,000/-Rs.10,00,000/-Rs.2,00,000/-Rs.20,00,000/-2,50,000/-Rs.30,00,000/- in order to enable him to continue his whole time employment in the Company be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the payment of said remuneration to Mr. Pawan Kumar Gupta shall be made subject to necessary deduction as per the policy of Company for all the employees.

**RESOLVED FURTHER THAT** the office of Mr. Pawan Kumar Gupta as Chief Operational Officer shall be on a continuous and perpetual basis subject to the terms of the appointment as per the Letter of Appointment (the copy of said Letter of Appointment is available for inspection at the meeting) issued to him.

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*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 which are necessary, essential, expedient incidental and/or consequential to give effect to the above resolution(s) as well as for continuity of the office of Mr. Pawan Kumar Gupta as Chief Operational Officer and increment in his monthly remuneration from time to time in accordance with the remuneration limit as approved herein."*

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: 23.07.2018

Place: New Delhi

**P.P. JEWELLERS RETAIL PVT. LTD.**



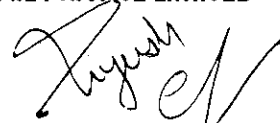
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**NOTES:**

1. Since the Company has only two Shareholders therefore the provisions relating to proxy are not applicable and hence the note(s) in relation to proxy are not being produced herein.
2. Members should fill the Attendance Slip/Register for attending the Meeting.
3. The Statement(s) pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item(s) No.1 to 6 are annexed herewith.
4. The Memorandum and Article of Association of the Company, with proposed amendments, Valuation Report dated 15.07.2018 of Corporate Capital Ventures Private Limited, SEBI Registered Category I Merchant Banker and Appointment Letter relating to appointment of Mr. Pawan Kumar Gupta as Chief Operational Officer 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 from 24.07.2018 to 27.07.2018 from 10:00 A.M. to 5:00 P.M. and also on 30.07.2018 at the venue of ensuing Extra-Ordinary General Meeting from 10:00 A.M. onwards till the conclusion of the Meeting.
5. The Registered Office of the Company is located near Khanna Jewellers Private Limited, which is a major landmark.
6. 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

Date: 23.07.2018

Place: New Delhi

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

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### **STATEMENT**

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

#### **ITEM NO. 1**

The Company is required to adopt a new set of Articles of Association in substitution of the existing set of Articles of Association and in order to allow the Company to avail the various exemptions as are allowed to a Private Company under the provisions of the Companies Act, 2013. Further the Company also proposes to modify the Capital Clause of it's Memorandum of Association and the proposed Articles of Association carries a suitable enabling clause in order to allow the Company to have multiple classes/series of Equity Shares in the Capital Clause of Memorandum of Association.

Therefore, the approval of Members is required by way of Special Resolution as set out at Item No. 1 of the Notice to effect the above said amendments by way of substitution in the Articles of Association of the Company.

None of the Directors or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at item No.1. The Company doesn't have any manager or any other Key Managerial Personnel.

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.

The proposed new set of the Article of Association of the Company is enclosed herewith as **Annexure A**.

Further, the disclosure related to interest of the Promoters, Directors or Manager and all other Key Managerial Personnel in any other Company are not applicable in the present matter as the proposed Special Resolution relates only to the Company itself and is not in relation to any other third party.

Accordingly, the Board recommends the Special Resolution as stated at Item No.1 for approval of the Members.

#### **ITEM NO. 2**

At present the Authorized Share Capital of the Company is Rs.25,00,000/- (Rupees Twenty Five Lacs Only) divided into 2,50,000 (Two Lac Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) Only.

The Company proposed to issue fresh Equity Shares as well as change the classification of some of the existing Equity Shares with varying rights and hence is required to modify the Memorandum of Association by creating multiple classes/series of Equity Shares with varying voting rights in order to enable the Company to proceed with its proposed issue of Equity Shares.

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Accordingly, pursuant to the provision of Section 13 and 61(1) and other applicable provisions, if any, of Companies Act, 2013 and subject to the provisions of the Companies (Incorporation) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (as modified from time to time) and as may be applicable to the proposed modification of Memorandum of Association, the Clause V of the Memorandum of Association of the Company is proposed to be modified by way of introduction of the following classes of the Equity Shares:-

- A **Series A** - 40,000 (Forty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each having one vote each Equity Share;
- B **Series B** - 50,000 (Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each having ten vote each Equity Share;
- C **Series C** - 50,000 (Fifty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each having one vote for each lot of ten equity shares and the Equity shares in this class shall compulsorily be issued, allotted transferred and held by the shareholders only and only in lot of TEN Equity Shares.
- D **Series D** -10,000(Ten Thousand) Equity Shares of Rs.10/-(Rupees Ten) each having one vote each Equity Share and further no Resolution shall be passed at any General meeting without the participation and specific assent of the shareholders holding the said series of Equity Shares and further no Resolution shall be passed by way of postal ballot without the specific assent of shareholders holding the said series of Equity Shares and the Rights attached to this class shall not be modified or varied during the lifetime of the Company.
- E **Unclassified Class of Equity Shares** - 1,00,000(One Lac) Equity Shares of Rs.10/-(Rupees Ten) each to be classified later by the Members of the Company at Company at a General Meeting.

Therefore, it's proposed to seek approval of the Members by way of Special Resolution as set out at Item No. 2 of the Notice to effect the above said amendments in the Authorised Share Capital of the Memorandum of Association of the Company.

None of the Directors or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at item No.2. The Company doesn't have any manager or any other Key Managerial Personnel.

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.

Further, the disclosure related to interest of the Promoters, Directors or Manager and all other Key Managerial Personnel in any other Company are not applicable in the present matter as the proposed Special Resolution relates only to the Company itself and is not in relation to any other third party.

Accordingly, the Board recommends the Special Resolution as stated at Item No.2 for approval of the Members.

**ITEM NO. 3**

**P.P. JEWELLERS RETAIL PVT. LTD.**



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The Board of Directors has proposed to modify the existing Authorized Share Capital into multiple classes/series in their Board Meeting held on 23.07.2018.

Mr. Piyush Gupta is presently holding 9,990 Equity Shares and is the son of the First Directors and Promoters of the Company. In order to allow him the control and protection in the ownership of the Company, it's hereby proposed that the existing shareholding of the Mr. Piyush Gupta be converted into Class D Equity Shares, allowing Mr. Piyush Gupta to avail the benefits as attached to Class D Equity Shares. The proposed reclassification of the shareholding of 9,990 Equity Shares of Mr. Piyush Gupta into Class D Equity Shares shall be subject to approval of the proposed modification of the Memorandum of Association and Articles of Association of the Company.

The above reclassification of the 9,990 Equity Shares of Mr. Piyush Gupta into Class D Equity Shares is further subject to the provisions of Section 48 of The Companies Act, 2013 and requires to be approved by the existing Members of the Company by way of Special Resolution, as presently the Company has got only one class of Shareholders

Therefore, the approval of Members is required by way of Special Resolution as set out at Item No. 3 of the Notice to effect the above said amendments in the Articles of Association of the Company.

Mr. Piyush Gupta, Director is interested in the proposed resolution as his entire shareholding is being reclassified into Class D Equity Shares. The relatives of Mr. Piyush Gupta may deem to be interested to the extent of interest of Mr. Piyush Gupta.

Ms. Shilpi Saraf, being the other Director and her relatives has not got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at item No.3. The Company doesn't have any manager or any other Key Managerial Personnel.

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.

Further, the disclosure related to interest of the Promoters, Directors or Manager and all other Key Managerial Personnel in any other Company are not applicable in the present matter as the proposed Special Resolution relates only to the Company itself and is not in relation to any other third party.

Accordingly, the Board recommends the Special Resolution as stated at Item No.3 for approval of the Members.

#### **ITEM NO. 4**

The Company proposes to issue further Equity Shares in order to raise funds for general corporate purpose and for funding the day to day affairs.

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Therefore, subject to approval of the proposed modification in Memorandum of Association and Articles of Association, it is proposed to issue of upto 2,000 Class A Equity Shares of Rs.10/- each at a premium of Rs.99,990/- Per Equity Share aggregating to issue price of Rs.1,00,000/-per Equity Share to P.P. JEWELLERS IMPEX PRIVATE LIMITED aggregating to Rs.20,00,00,000/- (Rupees Twenty Crores only) 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 allowing the offeree to apply and subscribe for such Equity Shares in multiple tranches.

The Company has recorded a turnover of about Rs.28 Crores from the operations during the Financial Year 2017-18 being the second operational year and is also progressing well in the current Financial Year. Accordingly, the Company has obtained a detailed Valuation report recommending the fair valuation of each Equity Share based on prospective business growth, analyzed and valued by way of Income approach method considering the discounted cash flow for next five Financial Years from 2018-19 onwards. Accordingly, the Company is presently offering 1 Equity Share of Rs.10/- each at a premium of Rs.99,990/- Per Equity Share aggregating to issue price of Rs.1,00,000/- per Equity Share. The detailed valuation report recommending the above stated price 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. 4 of the Notice to allow the issue of upto 2,000 Class A Equity Shares of Rs.10/- each at a premium of Rs.99,990/- Per Equity Share aggregating to issue price of Rs.1,00,000/-per Equity Share to P.P. JEWELLERS IMPEX PRIVATE LIMITED.

The funds as will be received by the Company shall be remitted in a separate account as maintained by the Company with ICICI Bank.

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 23<sup>rd</sup> July, 2018, 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 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	:	For funding general corporate purpose and the operations of the Company
II.	The total number of shares or other securities to be issued.	:	The proposed arrangement relates to issue of upto 2,000 Class A Equity Shares of Rs.10/- each at a premium of Rs.99,990/- per Equity Share aggregating to issue price of Rs.1,00,000/-per Equity Share to P.P. JEWELLERS IMPEX PRIVATE LIMITED totaling to Rs.20,00,00,000/- (Rupees Twenty Crores only) on Private Placement/ Preferential basis
III.	The Price at which the allotment is proposed	:	2,000 Class A Equity Shares of Rs.10/- each at a premium of Rs.99,990/- Per Equity Share aggregating to issue price of Rs.1,00,000/-per Equity Share totaling to

  
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		Rs.20,00,00,000/- (Rupees Twenty Crores only) on Private Placement/ Preferential basis
		The Company has obtained a detailed Valuation report of Corporate CapitalVentures Private Limited, SEBI Registered Category I Merchant Banker dated 15 <sup>th</sup> July, 2018 recommending the fair valuation of each Equity Share.
IV.	Basis on which the price has been arrived at along with report of the registered valuer.	<p>The price for issuance of each Equity share of the Company is as per the Valuation Report of Corporate CapitalVentures Private Limited, SEBI Registered Category I Merchant Banker dated 15<sup>th</sup> July, 2018, which is available for inspection.</p> <p>The valuer has determined the valuation of Equity Shares on Discounted Cash Flow (DCF) method considering the free cash flow projections over a period of five Financial Years commencing from Financial Years 2018-19 onwards.</p>
V.	The relevant date on the basis of which price has been arrived at	The relevant date for determination of the prices of Equity Shares shall be the date of Valuation Report which is 31 <sup>st</sup> March, 2018.
VI.	The class or classes of persons to whom the allotment is proposed to be made	The proposed allotment is for upto 2,000 Class A Equity Shares of Rs.10/- each at a premium of Rs.99,990/- Per Equity Share aggregating to issue price of Rs.1,00,000/- per Equity Share to P.P. JEWELLERS IMPEX PRIVATE LIMITED totaling to Rs.20,00,00,000/- (Rupees Twenty Crores only) on Private Placement/ Preferential basis.
VII.	Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the offer	The Promoters, Directors of the Company are not being offered the proposed Equity Shares and hence shall not be in a position to subscribe to the same.
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	<p>Name: P.P. JEWELLERS IMPEX PRIVATE LIMITED</p> <p>Percentage: 16.67%</p>
X.	Whether change in control is intended or expected	No change in control or management is intended or expected by virtue of the proposed allotment of Equity Shares.
XI.	The number of persons to whom allotment on	The proposed allotment will be the first allotment on preferential basis for the Financial Year 2018-19, hence

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Cin. U74994DL2015PTC283003

	preferential basis have already been made during the year, in terms of number of securities as well as price		the subject query is not applicable to the Company.			
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 shareholding pattern of the promoters and other classes of shareholders before and after the proposed preferential issue will be as follows:					
	<b>CATEGORY</b>		<b>PRE-ISSUE</b>		<b>POST-ISSUE @</b>	
			<b>No. of Shares</b>	<b>%</b>	<b>No. of Shares</b>	<b>%</b>
<b>A</b>	<b>Promoters' Holding</b>					
1.	Indian :					
	Individual		9,990	99.90	9,990	83.25
	Bodies Corporate		-	-	2,000	16.67
	<b>SUB TOTAL</b>		-	-	-	-
2.	Foreign Promoters		-	-	-	-
	<b>SUB TOTAL (A)</b>		9,990	99.90	11,990	99.92
<b>B</b>	<b>Non- Promoters' Holding</b>					
1.	Institutional Investors		-	-	-	-
2.	Non- Institutional:		-	-	-	-
	Private Corporate Bodies		-	-	-	-
	Directors and Relatives		10	0.10	10	0.08
	Indian Public		-	-	-	-
	Others (Including NRIs)		-	-	-	-
	<b>Sub Total(B)</b>		-	-	-	-
	<b>GRAND TOTAL</b>		10,000	100.00	12,000	100.00

Monies received on such application will be kept in a separate bank account as stated above and will not be utilized for any purpose other than –

- for adjustment against allotment of upto 2,000 Class A Equity Shares of Rs.10/- each at a premium of Rs.99,990/- Per Equity Share aggregating to issue price of Rs.1,00,000/-per Equity Share totaling to Rs.20,00,00,000/- (Rupees Twenty Crores only) in multiple tranches.
- 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 from 24.07.2018 to 27.07.2018 from 10:00 A.M. to 5:00 P.M. and also on 30.07.2018 at the venue of ensuing Extra-Ordinary General Meeting from 10:00 A.M. onwards till the conclusion of the Meeting.

**P.P. JEWELLERS RETAIL PVT. LTD.**



# P. P. Jewellers

2700, Desh Bandhu Gupta Road, Karol Bagh, Delhi-110005  
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Cin. U74994DL2015PTC283003

Mr. Piyush Gupta, the Promoter is a common Director between the Company and P.P. JEWELLERS IMPEX PRIVATE LIMITED. Further, Mr. Piyush Gupta and Mrs. Renu Gupta are relatives in terms of Section 2(77) of Companies Act, 2013 and Mrs. Renu Gupta is one of the Directors on the Board of Directors of P.P. JEWELLERS IMPEX PRIVATE LIMITED. The Company doesn't have any manager or any other Key Managerial Personnel.

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.4 for approval of the Members.

## **ITEM NO. 5**

In accordance with Section 181 Companies Act 2013, the Company may contribute to various bona fide charitable and other funds subject to limit of 5% of the net profits of last three Financial Years with the approval of Board of Directors and in the event the said donations exceeds 5% of the net profits of last three Financial Years, then the approval of members is required by way of an Ordinary Resolution.

The Company has made following donation to various bona fide charitable and other funds from time to time the details of which are as follows:

### **Donations made in Financial Year 2017-18**

S. No	Name	Amount	Date of Payment
1.	Ekta Mission	1,00,000	13.09.2017
2.	ISKON	1,00,000	25.11.2017
3.	Table Tennis Federation of India	1,00,000	07.03.2018
<b>TOTAL</b>		<b>3,00,000</b>	

### **Donations made in Financial Year 2018-19 till date**

S. No	Name	Amount	Date of Payment
1.	ARYA VAJRA	5,100	07.04.2018
2.	GWYER HALL	50,000	17.04.2018
<b>TOTAL</b>		<b>55,100</b>	

Due to an inadvertent oversight the Company made the above said donations without seeking approval of the members since the Company has not recorded profits in the last three Financial Years preceding the Financial Year of said donations.

The Company has made above donations to bona fide charitable funds for an aggregate amount of Rs.3,00,000/- during the Financial Year 2017-18 and Rs.55,100/- during the Financial Years 2018-19 till date.

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Henceforth it is proposed to seek ratification of the above said Donations as made during the Financial Year 2017-18 and 2018-19 by the Members of the Company.

The Company has made all the above Donations for the larger well-being of Society, hence the Promoters and Directors have no interest in the said Donations in any manner and fashion, whatsoever.

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.

Further, the disclosure related to interest of the Promoters, Directors or Manager and all other Key Managerial Personnel in any other Company are not applicable in the present matter as the proposed Resolution relates only to the Company itself and is not in relation to any other third party.

Accordingly, the Board recommends the Resolution as stated at Item No.5 for approval of the Members.

#### **ITEM NO. 6**

Mr. Pawan Kumar Gupta was one of the First Director of the Company thereafter he was appointed as Whole Time Director with effect from 1<sup>st</sup> November, 2016.

Mr. Pawan Kumar Gupta is having expertise in operations of diamond, Gems and jewelry and he's also got rich experience in the gems and jewelry industry and it's in the interest of the Company to continue to seek benefit of such rich experience of Mr. Pawan Kumar Gupta for managing and promoting the affairs of the Company.

Mr. Pawan Kumar Gupta has tendered his resignation as a Director on the 5<sup>th</sup> February, 2018 and the Board of Directors at their Board Meeting held on said date itself appointed him as Chief Operational Officer of the Company at monthly Remuneration of Rs.1,80,000/- (Rupees One Lac Eighty Thousand only) with effect from 6<sup>th</sup> February, 2018 in continuity of the past service in the salary range of Rs.1,80,000/- Rs.60,000/ - Rs.3,00,000/ - Rs.1,00,000/ - Rs.10,00,000/ - Rs.2,00,000/ - Rs.20,00,000/ - 2,50,000/ - Rs.30,00,000/-.

The monthly remuneration of Mr. Pawan Kumar Gupta during the initial months of Financial Year 2018-19 has breached the threshold limit of Rs.2,50,000/- per month therefore approval of members is required in terms of Rule 15 of the Companies (Meeting and Powers of Director) 2014

The necessary disclosure as per Rule 15 of the Company (Meeting and Powers of Director) 2014, is stated herein below:

Name of the Related Party and nature of Relationship	Nature: Mr. Pawan Kumar Gupta Relationship: Father of Mr. Piyush Gupta Whole Time Directors of the Company.
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The nature, duration of the contract and particulars of the contract or arrangement	<p>Appointment of Mr. Pawan Kumar Gupta as Chief Operational Officer of the Company at a monthly remuneration of Rs.1,80,000/- (Rupees One Lac Eighty Thousand only) with effect from 6<sup>th</sup> February, 2018 in continuity of past services in the salary range of Rs.1,80,000/ - Rs.60,000/ - Rs.3,00,000/ - Rs.1,00,000/ - Rs.10,00,000/ - Rs.2,00,000/ - Rs.20,00,000/ - Rs.2,50,000/ - Rs.30,00,000/-.</p> <p>Mr. Pawan Kumar Gupta is presently managing and promoting the affairs of the Company, as he has got a rich and varied experience of Gems and Jewelry industry.</p> <p>The payment of said remuneration to Mr. Pawan Kumar Gupta shall be made subject to necessary deduction as per the policy of Company for all the employees.</p> <p>The present arrangement will be on continuous and perpetual, which will be subject to terms of Letter of Appointment, which is also available for inspection as per the detailed mentioned herein.</p>
The material terms of the contract or arrangement including the value, if any	As per Letter of Appointment, which is available for inspection as per the detailed mentioned herein.
any other information relevant or important for the Members to take a decision on the proposed transaction	Not applicable

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.

Further, the disclosure related to interest of the Directors in the above Special Business has been duly disclosed as the said item is related to appointment of Mr. Pawan Kumar Gupta at a senior management position in the Company itself and the proposed Special Business is not a transaction between the Company and other company, hence the related disclosure about the Promoters, Directors or Manager and all other Key Managerial Personnel in other company are not applicable in the present matter.

Accordingly, the Board recommends the Resolution as stated at Item No.6 for approval of the Members.

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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: 23.07.2018

Place: New Delhi

**P.P. JEWELLERS RETAIL PVT. LTD.**



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**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	
-----------------	--	---------------	--

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** held on Monday, the 30<sup>th</sup> day of July, 2018 at the Registered Office of the Company at 2700, Desh Bandhu Gupta Road, Karol Bagh, New Delhi – 110 005 at 11:00 A.M.

Please (√) in the box

MEMBER ☐ PROXY ☐

Signature of the Shareholder/Proxy

**P.P. JEWELLERS RETAIL PVT. LTD.**

