

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the **25th Annual General Meeting** of the Members of Lypsa Gems & Jewellery Ltd [CIN-**L28990GJ1995PLC028270**] will be held at - Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpura Road, Chhapi, Vadgam Banas Kantha GJ 385210 Gujarat on Thursday, **30th December, 2020 at 02.00 p.m.** to transact the following business:-

ORDINARY BUSINESS:

1. To receive and adopt the audited balance sheet as at 31st March, 2020 and profit & loss account of the company for the year ended 31st March, 2020 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Jeeyan Dipankumar Patwa who retires by rotation and being eligible offers himself for reappointment.
3. To Reappoint Auditors, M/s. Doshi Maru & Associates, Mumbai, to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company and to authorized the Board of Director to fix their remuneration.

Date: 08/12/2020

Place: Banaskantha

For Lypsa Gems & Jewellery Ltd

SD/- (Manish Janani) Managing Director (DIN: 02579381)	SD/- (Dipan Patwa) Chairman (DIN: 2579405)	SD/- (Jeeyan Patwa) Director (DIN: 02579469)
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NOTES

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs **dated April 08, 2020, April 13, 2020 and May 05, 2020** the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the EGM/AGM will be provided by CDSL.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the **25th Annual General Meeting** (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM available at the Company's website <http://www.lypsa.in/>.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the **Proxy Form and Attendance Slip are not annexed** to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that **Notice and Annual Report 2019-20** has been uploaded on the website of the Company at <http://www.lypsa.in/>.

8. The Notice can also be accessed from the websites of the Stock Exchanges i.e. **BSE Limited** at **www.bseindia.com** and **NSE website**, and the AGM Notice is also available on the website of **CDSL** (agency for providing the Remote e-Voting facility) i.e. **www.evotingindia.com**.
9. The Register of members and share transfer books of the Company will remain closed from Thursday, **23th December, 2020 to Thursday, 30th December, 2020** (both days inclusive) for the purpose of Annual General Meeting. 10. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
10. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the R & T Agent of the Company.
11. In case shares are held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
12. In terms of Section 72 of the Act, nomination facility is available to individual Members holding shares in the physical mode. The Members who are desirous of availing this facility, may kindly write to Company's R & T Agent for nomination form by quoting their folio number.

13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode.

14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

15. Process for those members whose email ids are not registered: (i) For members holding shares in Physical mode - please provide necessary details like Folio No., Name of shareholder by email to **info@lypsa.in** (ii) Members holding shares in Demat mode can get their e-mail id registered by contacting their respective Depository Participant or by email to **info@lypsa.in**.

17. The instructions for shareholders voting electronically are as under:

Step 1: The voting period begins **on 27th December, 2020 at 10.00** a.m. and ends on 29th December, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Wednesday, 23rd December, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Step 2: Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

Step 3: The shareholders should log on to the e-voting website **www.evotingindia.com**.

Step 4: Click on Shareholders.

Step 5: 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.

Step 6: Next enter the Image Verification as displayed and Click on Login.

Step 7: If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

Step 8: If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form..

PAN-

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) •

Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.

Dividend :-

Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as Bank Details recorded in your demat account or in the company records in order to login.

OR •

If both the details are not recorded with the depository or company please Date of Birth enter the member id / folio number in the Dividend Bank details field as(DOB) (DOB) mentioned in instruction (iv).

Step 9: After entering these details appropriately, click on “SUBMIT” tab.

Step10: 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.

Step 11: For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 11: Click on the EVSN of the Company.

Step 12: 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.

Step 13: Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

Step 14: 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.

Step 15: Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

Step 16: You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

Step 17: If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Step 18: Shareholders can also cast their vote using CDSL’s mobile app m-Voting. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile.

The instructions for shareholders voting on the day of the AGM on e-voting system are as under:-

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available in the AGM.
- c. If any Votes are casted by the members through the e-voting available during the AGM and if the same members have not participated in the meeting through VC/OAVM facility, then the votes casted by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members participating in the meeting.
- d. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

18. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request in advance atleast 7 days before AGM mentioning their name, demat account number/folio number, email id, mobile number at **info@lypsa.in**
6. Shareholders who would like to express their views/have questions may send their questions in advance in advance atleast 7 days before AGM mentioning their name demat account number/folio number, email id, mobile number at **info@lypsa.in..** The same will be replied by the company suitably.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Process and manner for members opting for voting through Electronic means:

- (i) The Members whose names appear in the Register of Members / List of Beneficial Owners as **on Wednesday, 23rd December , 2020** (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (ii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the **Cut-off date i.e. Wednesday, 23rd December , 2020**, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (iii) The remote e-voting **will commence on 27th December, 2020 at 10.00 a.m. and ends on 29th**

December , 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date Wednesday, 23rd December , 2020** may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.

(iv) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again. (v) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the **Cut-off date i.e. Wednesday, 23rd December , 2020**

The Company has appointed Ms. Shubham Agarwal Goyal, **Practising** Company Secretary (Membership No. FCS: 8192 ; CP No: 10640), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.

Note for Non – Individual Shareholders and Custodians •

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates. • A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com. • After receiving the login details, user would be able to link the account(s) for which they wish to vote on. •

The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. •

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. • Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company, if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) **Central Depository Services (India) Limited**, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Date: 08/12/2020

Place: Banaskantha

For Lypsa Gems & Jewellery Ltd

SD/-
(Manish Janani)
Managing Director
(DIN: 02579381)

SD/-
(Dipan Patwa)
Chairman
(DIN: 2579405)

SD/-
(Jeeyan Patwa)
Director
(DIN: 02579469)