

VEERKRUPA JEWELLERS LIMITED

(CIN: L36910GJ2019PLC109894)

Registered office: Shop/7, Vrundavan Residency, Near Satyam School,
Nr. Dharmnathprabhu Society, Naroda, Ahmedabad

Email: complianceveerkrupa@gmail.com

Contact: +91 9427804459

Website: www.veerkrupajewellers.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 of The Companies (Management & Administration) Rules, 2014]

To,
The Members of Veerkrupa Jewellers Limited

NOTICE is hereby given pursuant to Section 108 & 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular Nos. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 05, 2022, 11/2022 dated September 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), for seeking the approval of the Members of Veerkrupa Jewellers Limited to transact the Business as set out below and as contained in the Postal Ballot Notice dated 03rd April, 2023 (“Postal Ballot Notice”), by passing the said resolutions through Postal Ballot, only by way of remote e-voting process. The Company has engaged the services of NSDL for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.

The Postal Ballot Notice is being sent by e-mail only to those eligible Members who have already registered their e-mail address with the Depositories / their depository participant / the Company’s Registrar and Share Transfer Agents (KFIN Technologies Ltd.) / the Company.

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In this regard, your Demat Account / Folio Number has been enrolled by the Company for your participation in remote e-Voting on the (1,2,3 nos. of resolution) placed by the Company on e-Voting system.

The remote e-Voting facility would be available during the following period:

Commencement of e-Voting	09:00 A.M.; 04 th April, 2023
End of e-Voting	05:00 P.M.; 03 rd May, 2023

Members are requested to record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 5:00 p.m. (IST) on 03rd May, 2023. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical or electronic form, as on the cut-off date, i.e., 31st March, 2023, shall cast their vote electronically. The voting rights shall also be reckoned on the paid-up value of shares registered in the name(s) of the Member(s) as on the cut-off date. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

The process and manner for remote e-Voting are detailed in the Notes forming part of the attached Notice.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 /1800 224 430 or send a request at evoting@nsdl.co.in .

Pursuant to Rule 22(5) of the Management Rules, the Company has appointed Ms. Shikha Patel (ACS No. 43955 & C.P. No: 16201), Proprietor of M/s. Shikha Patel & Associates, Firm of Practicing Company Secretaries, having office at Ahmedabad, who will act as the Scrutinizer for conducting the postal ballot process through remote e-voting in a fair and transparent manner. The Scrutinizer is willing to be appointed and be available for the purpose of ascertaining the requisite majority.

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The remote e-voting period commences from 9:00 A.M (IST) on Tuesday, 04th April, 2023 and ends at 5:00 P.M. (IST) on Wednesday, 03rd May, 2023. The Scrutinizer, after completion of scrutiny, will submit his report to the Chairperson of the Company. Thereafter the results of the Postal Ballot would be announced by the Chairperson of the Company by Thursday, 04th May, 2023 at the Company's registered office. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed.

The duly completed postal ballot form(s) should reach not later than 05:00 p.m. on Wednesday, 03rd May, 2023 otherwise it will be strictly treated as if reply from the member has not been received.

In addition to the results being communicated to BSE Limited (BSE), the results along with Scrutinizer's report will also be placed on Company's website viz. www.veerkrupajewellers.com

PROPOSED RESOLUTIONS:

ITEM NO. 1: SUB-DIVISION/SPLIT OF EQUITY SHARES FROM THE FACE VALUE OF RS. 10 (TEN)/- PER SHARE TO FACE VALUE OF RS. 01 (ONE) /- PER SHARE OF THE COMPANY

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules framed thereunder including the statutory modifications thereto and re-enactments thereof for the time being in force and the provisions of Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications etc. issued thereunder, subject to such approvals and consents from appropriate authorities, the consent of the Members of the Company be and is hereby accorded for sub-division of each equity share of face value of Rs. 10/- (Rupees Ten Only) into face value of Re. 1/- (Rupee One Only) each.

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“RESOLVED FURTHER THAT pursuant to the split/sub-division of equity shares of the Company, all the issued, subscribed and paid-up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company existing on the record date to be fixed by the Board of Directors shall stand sub-divided into equity shares of face value of Re. 1/- (Rupee One only) each fully paid up as given below, without altering the aggregate amount of such capital and shall rank pari passu in all respects with the existing fully paid equity share of 10/- each of the company:

Particulars	Pre-Split/Sub-division		Post-Split/Sub-division	
	Shares	Face Value (RS.)	Shares	Face Value (RS.)
Authorised Share Capital				
Equity	10,10,00,00	10	10,10,00,000	01
Issued, Subscribed and Paid-up Share Capital				
Equity	78,63,152	10	7,86,31,520	01

RESOLVED FURTHER THAT upon the split/sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of Rs. 10/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date and the Board be and is hereby authorized to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to subdivided Equity Shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), Articles of Association and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares of the face value of Re. 1/- (Rupee One only) each, fully paid up, shall be

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credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/ enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the split/sub-division of the Equity Shares as aforesaid or for any matters connected therewith or incidental thereto.”

ITEM NO. 2: TO INCREASE IN AUTHORISED SHARED CAPITAL AND ALTERATION IN CAPITAL CLAUSE “V” OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 & 64 or all other applicable provisions, read with applicable Rules made there under (including amendments or re-enactment thereof), consent of shareholders of the Company be and is hereby accorded to alter the Authorized Share Capital of the Company from existing INR 10,10,00,000/- (Indian Rupees Ten Crore Ten Lakhs Only) divided into 1,10,00,000 (One Crore Ten Lakh) Equity Shares of INR 10/- (Rupees Ten Only) each to INR 13,20,00,000/- (Indian Rupees Thirteen Crore Twenty Lakhs Only) divided into 1,32,00,000 (One Crore Thirty Two Lakhs) Equity Shares of Rs. 1/- (Rupees One Only) each by creating additional 3,10,00,000/- (Indian Rupees Three Crore Ten Lakh Only) divided into 3,10,00,000 (Three Crore Ten Lakh) of Equity Shares of Rs. 01 each ranking pari-pasu in all respect with the existing Equity Shares of the Company.

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RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted by following new Clause:

“V. The Authorized Share Capital of the Company is Rs. 13,20,000,00/- (Indian Rupees Thirteen Crores Twenty Lakhs Only) divided into 13,20,00,000 (Thirteen Crores Twenty Lakh) Equity Shares of INR 1/- (Rupees One Only) each.”

RESOLVED FURTHER THAT any director of the Company be and are hereby authorized to sign, execute and file necessary application, forms, deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

ITEM NO. 3: ISSUE OF BONUS EQUITY SHARES

To Consider and if thought fit, to pass, with or without modification(s), if any, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time, relevant provisions of Memorandum and Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals as may be required in this regard, approval of the members be and is hereby accorded to capitalize a sum not exceeding Rs. 5,24,21,013/- (Rupees Five Crore, Twenty Four Lakhs, Twenty One Thousand Thirteen Only) or such amount as may be determined to be required by the Board, from and out of the amount standing to the credit of free reserves and/or the securities premium account as at 09th February, 2023 for the purpose of issuance of bonus shares to the fully

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paid equity shareholders of the Company in the proportion of 2:3 i.e. 02 (Two) New fully paid Equity Shares for every 3 (Three) existing shares (fractional entitlements of Bonus shares shall be rounded off to one) existing Equity Shares held on such date as may be fixed by the board for this purpose ('Record Date') and the new bonus share issued and allotted shall, for all purposes, be treated as an increase in the paid up Share Capital of the Company held by each such member, and not as income;

RESOLVED FURTHER THAT the Board of Directors confirm with reference to the issue of bonus shares that:

- The existing equity shares of the company are fully paid up.
- The Bonus shares have not been issued in lieu dividend or out of reserves created of revaluation of assets.
- The Company is authorized by the Article to issue bonus shares, as being proposed in the resolution.
- There is no default in repayment of deposit, interest payment thereon to any financial institution or banks.
- The Company has not defaulted in payment of statutory dues of employees such as contribution to PF, gratuity and bonus.”

RESOLVED FURTHER THAT the Bonus Shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares on Record Date and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares;

RESOLVED FURTHER THAT pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 and the rules and regulations as may be applicable, the bonus shares shall be issued and allotted only to such eligible equity shareholders whose entire holding in the Company are in demat form and shall be credited in electronic form to the allottees;

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority,

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RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations;

RESOLVED FURTHER THAT in case of fractional shares, if any arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to round of those fractional shares into one equity share.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Board be and is hereby authorized to take necessary step to make listing and/or trading application to the Stock Exchanges and to deal with Depositories and any other authorities as may be required for the aforesaid shares and to sign and execute all necessary forms, paper, writings, agreements and documents as may be deemed necessary and expedient in the aforesaid matters and to do such other acts and deeds required to give effect to the aforesaid resolutions.”

By Order of the Board

For, VEERKRUPA JEWELLERS LIMITED

SHAH
CHIRAG A

Digitally signed by SHAH CHIRAG A
DN: cn=SH, o=Gajarat,
2.5.4.20=097486a081c0387aee8396c15278031815a5f
94643acffaeac0818427007b, postalCode=382235,
street=Ahmedabad,
serialNumber=107229896686c79db0b47b16f32,
serialNumber=366422aab2774739c9c7293c99b081d
c87280c546ff906ac9a8f0c3330a, ou=Personal,
cn=SHAH CHIRAG A
Date: 2023.04.03 13:13:19 +05'30'

**CHIRAG ARVINDBHAI SHAH
MANAGING DIRECTOR
DIN: 08561827**

Date: 03.04.2023

Place: Ahmedabad

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NOTES:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act and other applicable provision in respect of proposed resolutions to be passed through postal ballot (by remote E-voting) is annexed hereto, for your consideration.

2) Postal Ballot Notice is being sent to all the members/Beneficiaries, whose names appear as on 31st March, 2023, in the Register of members maintained by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (NDSL). Voting Rights shall be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email address with the Company/ Depositories and to other shareholders by Registered Post/ Courier. Any person who is not a Member as on the said cut-off date should treat this Notice for information purposes only.

3) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, **KFIN Technologies Limited** to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

4) The Notice is available on the Company's website www.veerkrupajewellers.com and the websites of the Stock Exchange viz., BSE Limited at www.bseindia.com and on the website of the NDSL i.e., www.evoting.nsdl.com.

5) The Company has appointed Ms. Shikha Patel representing **M/s. Shikha Patel & Associates**, Practicing Company Secretaries as Scrutinizer. The Scrutinizer will submit the report to the Chairman of the Company, or any other person authorized by him in writing, after completion of scrutiny of postal ballot process. The results of the postal ballot will be announced on or before Thursday, May 04th 2023 and will be displayed on the website of the Company at www.veerkrupajewellers.com and intimated to Stock Exchanges and shall also be intimated to NDSL and Kfintech Private Limited (RTA).

6) The voting rights of shareholders shall be in proportion to their Equity Share of the paidup equity share capital of the Company as on 31st March, 2023 (Friday). A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut-off date (i.e., 31st March, 2023) only shall be entitled to avail the facility of E-voting.

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7) Voting rights in e-voting cannot be exercised by a proxy. However, corporate, and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization.

8) The last date for the E-voting i.e., **Wednesday 03rd May, 2023** shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the accompanying Notice and the Explanatory Statement will be available for inspection on the website of the Company at www.veerkrupajewellers.com until the last date for the E-voting.

VOTING THROUGH ELECTRONIC MEANS

In compliance with regulations of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, the Company is pleased to offer the option of remote e-voting facility to all the Shareholders of the Company (“Remote evoting”) to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members

The E-voting period begins at 09:00 a.m. IST on Tuesday 04th April, 2023 and ends at 5.00 p.m. (IST) on Wednesday, 03rd May, 2023. During this period shareholder of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., March 31st, 2023 (Friday) may cast their votes through E-voting facility. The E-voting module shall be disabled by NDSL for voting thereafter.

The instructions for electronic voting are annexed to this Notice are as under:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with

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	<p>NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;"> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;"></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

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	<p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

VEERKRUPA JEWELLERS LIMITED

(CIN: L36910GJ2019PLC109894)

Registered office: Shop/7, Vrundavan Residency, Near Satyam School,
Nr. Dharmnathprabhu Society, Naroda, Ahmedabad

Email: complianceveerkrupa@gmail.com

Contact: +91 9427804459

Website: www.veerkrupajewellers.com

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

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4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.spatelasso@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Sachin Kareliya at evoting@nsdl.co.in

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance.kjl@gmail.com .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance.kjl@gmail.com . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 1: In order to improve the liquidity of Companies Share and to make more affordable for small investors and also to broad base of small investors, the Board of directors of the Company in there meeting held on February 09, 2023 (Thursday) has recommended to sub-divided (split) Company's 01(One) Equity share of face value of Rs. 10/-(rupees Ten Only) each into 10 (Ten) Equity Shares of Face Value of Rs. 01/- (Rupees One Only) each without altering the paid up share capital of the Company subject to the approval of members. The Record date for the aforesaid sub-division of the equity shares shall be fixed by the Board of Directors. Upon approval of shareholder for the sub-division of equity shares, in case the equity shares are held in physical form, the old share certificates of face value of Rs. 10/- each will stand cancelled on the record date and the new share certificate(s) of nominal value of Rs. 01/- each, fully paid up, will be dispatched to the shareholders, in case the equity shares are in dematerialised form, the sub-divided equity shares will be directly credited to the shareholder's demat account on record date, in lieu of their existing equity shares. None of the Directors or the Key Managerial Personnel of the Company (including relative of the director or Key Managerial Personnel of the Company) is in any way whether financially or otherwise concerned or interested in the said resolution. The Board recommends that the resolution set out at item no. 1 be passed as an Ordinary Resolution.

Item No.2: Increase in Authorised share capital of the Company and Alteration of the authorized capital clause to facilitate sub-division/stock-split and enhancement on account of bonus issue of shares as under:

Presently, the Authorized Share Capital of the Company is Rs.10,10,00,000/- (Ten crores Ten lakhs Only) divided into 1,01,00,000 (One Crore One lakh Only) Equity Shares of Rs.10/- (Rupees Ten Only) each. In order to expand the Capital base for infusion of additional funds by way of Share Capital, it is proposed to increase the existing Authorised Share Capital of the Company from existing Rs. 10,10,00,000/- (Ten crores Ten lakhs Only) to 13,20,00,000/- (Indian Rupees Thirteen Crore Twenty Lakhs Only) subject to compliance of Statutory provisions of the Companies Act, 2013 and also to amend Clause V of the Memorandum of Association in this regard. As per the provisions of the Companies Act, 2013 Member's approval is required to give effect to the proposed resolution. The Board considers the said Resolution in the interest of the Company and recommend the said resolution for approval of the members as Ordinary Resolution.

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None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution except to their shareholding in the Company.

ITEM No. 3: The Board of Directors in its meeting held on February 09, 2023 considered, approved and recommended an issue of bonus shares in the proportion of (2:3) Two (02) new Equity Shares of the Company of INR 01/- (Indian Rupees One only) each for every Three (03) existing Equity Shares of the Company of INR 01/- (Indian Rupees One only) each held by the Members on the "Record Date" to be determined by the Board from amount standing to the credit of free reserves and/or the securities premium account as at December 31, 2022. The bonus shares upon their issue and allotment will rank pari-passu in all respects with the existing shares including dividend, if any declared. As on February 09th, 2023 the Cumulative reserves and surplus including security premium of the Company is INR 5,46,27,560/-. Since, reserves and surplus including security premium required for implementing the bonus issue is INR 5,24,21,013/-, the issue of bonus shares need to be considered. The issue of bonus equity shares by way of capitalization of the sums standing to the credit of Free Reserve, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals. The Record Date for the aforesaid issue of bonus shares shall be fixed by the Board (including any Committee thereof) after the approval of the Members is obtained. Pursuant to proviso to Regulation 295 of SEBI ICDR (Issue of Capital and Disclosure Requirements) Regulations, 2018 the bonus issue shall be implemented within two months from the date of the meeting of Board of Directors wherein the decision to announce the bonus issue was taken subject to shareholders' approval.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the resolution of this Notice. The Board recommends that the resolution set out at item no. 3 be passed as an Ordinary Resolution.

By Order of the Board

For, VEERKRUPA JEWELLERS LIMITED

SHAH
CHIRAG A

CHIRAG ARVINDBHAI SHAH
MANAGING DIRECTOR
DIN: 08561827

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Postal Ballot Form

(Pursuant to section 110 of Companies Act 2013)

1.	Name and address of the Sole/First named Member	
2.	Name(s) of the Joint Member(s), if any	
3.	Registered folio No./ DP ID No. / Client ID No. *(* Applicable to investors holding shares in dematerialized form)	
4.	Number of Shares held	

I/we hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the special businesses stated in the notice of the postal ballot dated 03rd April, 2023 of the Company, by giving my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

S. No	Description	No. of Shares Held	I/We assent to the resolution (FOR)	I/We assent to the resolution (AGAINST)
1.	Sub-Division Of Equity Shares From The Face Value Of Rs. 10 (Ten)/- Per Share To Face Value Of Rs. 01 (One) /- Per Share Of The Company:			
2.	Increase in Authorised Shared Capital and Alteration In Capital Clause			
3.	Issue Of Bonus Equity Shares:			

Place:

Date: (Signature of the Member)

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Notes:

1. Please read the instructions printed overleaf carefully before exercising the vote.
2. Last date for receipt of the Postal Ballot form by the Scrutinizer is 03/05/2023.

INSTRUCTIONS

1. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions mentioned herein and those mentioned in the Postal Ballot Notice and return the same duly completed in the enclosed Self-addressed Postage Pre-paid Reply Envelope to the Scrutinizer. Postage on Self-addressed Pre-paid Reply Envelope will be borne by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by Courier or by Registered Post at the expense of the Registered Member will also be accepted by Scrutinizer.
2. The envelopes containing the Postal Ballot Form should reach the Scrutinizer not later than the close of business hours i.e. on Wednesday, May 03, 2023 at 05:00 PM (IST)Postal Ballot Form(s) received after this date and time will be treated as if the reply from the Member has not been received.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the Member. Any unsigned or incomplete Postal Ballot Form will be liable to be rejected.
4. In case of joint holding, the Postal Ballot Form should be completed and signed by the first named Member and in the absence of such Member, by the next named joint-holder. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
5. In case of shares held by Companies, Trusts, Societies etc., a duly completed Postal Ballot Form should be signed by its authorized signatory. In such cases the Postal Ballot Form shall be accepted only if the same is accompanied by a Certified True Copy of the Board Resolution/Authorisation together with the specimen signature(s) of the duly Authorised Signatory(ies).
6. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (√) in the appropriate column. Postal ballot form bearing tick mark (√) in both the column will render the form invalid. This Postal Ballot Form should be used for voting; no other form shall be accepted.

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7. Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, overwritten, wrongly signed Postal Ballot Form will liable to be rejected. The Postal Ballot shall not be exercised by a Proxy.
8. Voting Rights shall be reckoned on the Paid-up Value of shares registered in the name of the Member as on 31st March, 2023.
9. Members are requested to fill the Postal Ballot Form in indelible ink and not in any erasable writing mode.
10. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
11. Members are requested not to send any other paper(s) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all postal ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. The Scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. The Resolutions, if assented by requisite majority, shall be considered as passed on Wednesday, 03rd May, 2023 at 05:00 PM (IST).