

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Members of LYPSA GEMS & JEWELLERY LTD will be held at 2nd Floor, Diamond Park Building, Opp. Ambika Nagar Society, Dargah Road, Navsari - 396445 Gujarat on 04TH September, 2014 at 11.30 A.M. to transact the following business:-

ORDINARY BUSINESS:

1. To receive and adopt the audited balance sheet as at 31st March, 2014 and profit & loss account of the company for the year ended 31st March, 2014 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Dipankumar Babulal Patwa who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Director in place of Mr. Jeeyan Dipankumar Patwa who retires by rotation and being eligible offers himself for reappointment.
4. To Appoint 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.
5. To Declare Dividend on Company's equity shares.

SPECIAL BUSINESS:

6. Increase in Authorised Capital of the Company

"RESOLVED THAT pursuant to the provision of Section 61, and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, the Authorised Share Capital of the Company be and is hereby increased from Rs.20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) equity shares of Rs.10/- (Rupees Ten Only) each, by creation of 50,00,000 Equity shares of Rs. 10/- (Rupees Ten only) subject to condition that unless otherwise determined at the time of issue of new shares, they shall rank pari passu in all respects with the existing Equity Shares of the Company."

" RESOLVED FURTHER THAT, any one of the Directors of the Company be and is hereby authorized to take all necessary action including to sign and submit all such deeds and papers as may be required for giving effect to the above resolution and file relevant forms with registrar of Companies, as required under the provisions of the Companies Act, 2013."

7. Alteration Of Memorandum of Association

"RESOLVED FURTHER THAT, pursuant to the provisions of Section 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules framed there under the consent of

Handwritten signature and stamp of a director or auditor.



the members be and is hereby accorded for the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the existing Clause V of the Memorandum of Association of the Company by substituting in its place and stead, the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lacs) Equity shares of Rs. 10/- (Rupees Ten Only) each."

8. Alteration of Articles of Association

"RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013, Articles of Association be and is hereby altered in the manner following:

Existing clause 5(a) i.e. Capital Clause of the Articles of Association of the company be altered, by replacing the present clause by the following new clause 5(a):

The Authorized Share Capital of the company shall be Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lacs) equity shares of Rs. 10/- each"

9. Issue of Bonus Shares

"RESOLVED THAT:

- (a) subject to such consents and approvals as may be required, and such conditions and modifications, as may be considered necessary and agreed to by the Board of Directors of the Company, (hereinafter referred to as the "Board" which expression shall also include a Committee thereof), a sum not exceeding Rs. 5,98,00,000/- standing to the credit of the Securities Premium Account and a sum not exceeding Rs. 1,04,00,000/- standing to the credit of the General Reserve Account as at March 31, 2014, be capitalised and transferred to Share Capital Account and that such sum as may be determined to be required shall be applied for allotment of new Equity Shares of the Company of Rs.10/- each as fully paid Bonus Shares, to the persons who are shareholders of the Company on the Record Date to be hereafter fixed by the Board, be accordingly allotted as Bonus Shares to such persons respectively as aforesaid in the proportion of 1(one) equity share for every 2 (Two) equity shares held by such persons respectively on the Record Date, upon the footing that they become entitled thereto for all purposes as capital;
- (b) the New Equity Shares of face value Rs.10/- each to be allotted as Bonus Shares shall be subject to 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 and shall be entitled to participate in full in any dividends to be declared for the financial year in which the Bonus Shares are allotted;
- (c) that in making the allotment of the said bonus shares, the Directors shall not issue fractional certificates but the total number of the said bonus shares representing such fractions shall be allotted to a person or persons appointed by the Directors to act as



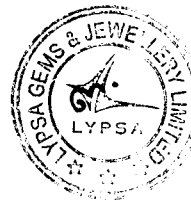
the trustee or trustees for and on behalf of the members who would have been entitled to fractional certificates if such certificates would have been issued, and that the said shares so allotted to him in trust to sell the same and after payment of all expenses of the sale, to distribute the net proceeds of such sale amongst the members in the proportion to their respective fractional entitlements thereto;

- (d) the Share Certificates in respect of the New Equity Shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, except that the Bonus Shares will be credited to the demat accounts of the allottees who are holding the existing equity shares in electronic form;
- (e) the allotment of the fully paid new Equity Shares as Bonus Shares to the extent that they relate to non-resident members of the Company, shall be subject to the approval of the Reserve Bank of India, under the Foreign Exchange Management Act, 1999, if necessary;
- (f) Resolved further that for the purpose of giving effect to this Resolution, Mr. Manish Janani, Managing Director of the company, be and is hereby authorised to do all such acts and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment and distribution of the New Equity Shares.”

For Lypsa Gems & Jewellery Ltd

Date: 11/08/2014

Place: Mumbai

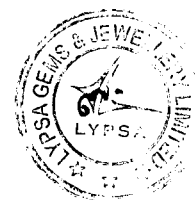


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(Manish Janani)
Managing Director
(DIN: 02579381)

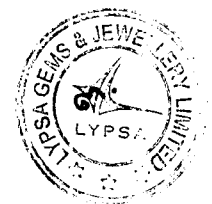
NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain Closed from 13/08/2014 to 14/08/2014 (both days inclusive). The Book closure dates have been fixed in consultation with the Stock Exchanges.
4. The Final Dividend for the financial year ended 31st March, 2014, as recommended by the Board, if approved by the Members, will be paid on or after 04th September, 2014 to those Members whose names appear in the Register of Members of the Company as on the book closure dates.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.



7. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.
8. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participant(s), with whom they maintain their demat accounts, will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change in bank particulars. Members holding shares in demat form are requested to intimate any change in their address and / or bank mandate to their Depository Participants immediately.
9. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Purva Sharegistry (India) Private Limited, Registrar and Share Transfer agent of the Company immediately
10. Members are requested to note that as per Section 205A of the Companies Act, 1956, dividends not encashed/claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
11. The status of dividends remaining unclaimed / unpaid with the respective due dates of transfer to IEPF is provided at page no. 24 of this Annual Report. Members are requested to contact M/s. Purva Sharegistry (India) Pvt. Ltd. / Investor Service Department of the Company for encashing the unclaimed dividends standing to the credit of their account.
12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Purva Sharegistry (India) Private Limited, Registrar and Share Transfer agent of the Company.
13. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
14. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
15. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Clause 35B of the listing agreement, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic

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means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for Shareholders voting electronically are as under:

In case of members receiving e-mail:

- (i) The voting period begins on 31 August, 2014 at 9 am and ends on 01 September 2014 at 6 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14 August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the demat account/folio number in the PAN Field. • In case the Folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio number 1 then enter RA00000001 in the PAN Field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

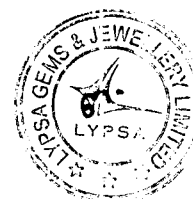


- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **LYPSA GEMS & JEWELLERY LIMITED**.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates and Custodians respectively.
 - 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 they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - 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.

In case of members receiving the physical copy

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

16. The Company has appointed Mrs. Rupal Patel, Practicing Company Secretaries, (Membership No. 03803) to act as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.



17. The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 14, 2014.
18. A copy of this Notice has been placed on the website of the Company and the website of CDSL.
19. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's/ CDSL's website within two (2) days of passing of the resolutions at the AGM of the Company and shall be communicated to BSE Limited and NSEIL.
20. The present Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 equity shares of Rs. 10/- each. As the company is proposing to issue bonus shares, it is necessary to increase the Authorised Share Capital of the company to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only.) divided into 2,50,00,000 equity shares of Rs. 10/- each. The proposed increase of the authorised capital requires the approval of members of the company.

Consequent upon the increase in the Authorised Share capital, Memorandum of Association of the company will also require alteration so as to reflect the increase in share capital.

Consequent upon the increase in the Authorised Share capital, Articles of Association of the company will also require alteration so as to reflect the increase in share capital.

The Board of Directors recommend passing the resolution as Special Resolution. None of the Directors of the Company are in any way concerned or interested in the resolutions.

A copy of the Memorandum of Association together with a copy of the Articles of Association reflecting the proposed amendments is available for inspection by the members of the company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Saturday & Bank Holidays) of the company.

21. Within the guidelines prescribed by Securities and Exchange Board of India (SEBI), for capitalisation of reserves and in order to bring the paid up capital of the Company more in line with the capital employed, the Board of Directors at its meeting held on 11th August 2014 recommended an issue of Bonus Shares in the proportion of 1(one) new Equity Share of the Company of Rs.10/- each for every 2 (two) existing Equity Share of the Company of Rs.10/- each



held by the Members on a date to be fixed by the Board, by capitalizing the Securities Premium Account and part from General Reserve Account.

As it is necessary for the members to approve the issue of Bonus Shares and it is also necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by SEBI, the Stock Exchanges on which the Company's securities are listed and / or any other regulatory authority.

None of the Directors of the Company are concerned or interested in the above resolution.

For Lypsa Gems & Jewellery Ltd

Date: 11/08/2014

Place: Mumbai



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M. J. Janani

(Manish Janani)
Managing Director
(DIN: 02579381)

Annexure to Notice

Notes on directors seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement entered into with Stock Exchanges:

ITEM NO. 2

Name	:	Mr. Dipankumar Babulal Patwa
Date of birth	:	24/12/1963
Qualification	:	F.Y.B.Com
Expertise	:	Sales & Marketing
Director of the Company since	:	20/03/2009
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	2517500

ITEM NO. 3

Name	:	Mr. Jeeyan Dipankumar Patwa
Date of birth	:	14/08/1989
Qualification	:	MBA
Expertise	:	Business Promotion and Development
Director of the Company since	:	23/06/2009
Directorship in other public limited companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
No. of Shares held in the Company	:	Nil

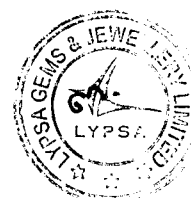
ITEM NO. 6

Increase in Authorised Capital of the Company

The present Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 equity shares of Rs. 10/- each. As the company is proposing to issue bonus shares, it is necessary to increase the Authorised Share Capital of the company to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only.) divided into 2,50,00,000 equity shares of Rs. 10/- each. The proposed increase of the authorised capital requires the approval of members of the company.

Consequent upon the increase in the Authorised Share capital, Memorandum of Association of the company will also require alteration so as to reflect the increase in share capital.

The Board of Directors recommend passing the resolution as Special Resolution. None of the Directors of the Company are in any way concerned or interested in the resolutions.



A copy of the Memorandum of Association together with a copy of the Memorandum of Association reflecting the proposed amendments is available for inspection by the members of the company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Saturday & Bank Holidays) of the company.

ITEM NO. 7

Alteration of Memorandum of Association

Consequent upon the increase in the Authorised Share capital, Memorandum of Association of the company will also require alteration so as to reflect the increase in share capital.

The Board of Directors recommend passing the resolution as Special Resolution. None of the Directors of the Company are in any way concerned or interested in the resolutions.

A copy of the Memorandum of Association together with a copy of the Memorandum of Association reflecting the proposed amendments is available for inspection by the members of the company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Saturday & Bank Holidays) of the company

ITEM NO. 8

Alteration of Articles of Association

Consequent upon the increase in the Authorised Share capital, Articles of Association of the company will also require alteration so as to reflect the increase in share capital.

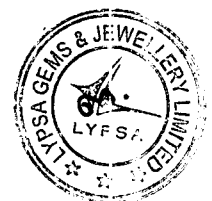
The Board of Directors recommend passing the resolution as Special Resolution. None of the Directors of the Company are in any way concerned or interested in the resolutions.

A copy of the Memorandum of Association together with a copy of the Memorandum of Association reflecting the proposed amendments is available for inspection by the members of the company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Saturday & Bank Holidays) of the company

ITEM NO. 9

Issue of Bonus Shares

Within the guidelines prescribed by Securities and Exchange Board of India (SEBI), for capitalisation of reserves and in order to bring the paid up capital of the Company more in line with the capital employed, the Board of Directors at its meeting held on 11th August 2014



recommended an issue of Bonus Shares in the proportion of 1(one) new Equity Share of the Company of Rs.10/- each for every 2 (two) existing Equity Share of the Company of Rs.10/- each held by the Members on a date to be fixed by the Board, by capitalizing the Securities Premium Account and part from General Reserve Account.

As it is necessary for the members to approve the issue of Bonus Shares and it is also necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities in connection with the issue of Bonus Shares that may be prescribed by SEBI, the Stock Exchanges on which the Company's securities are listed and / or any other regulatory authority.

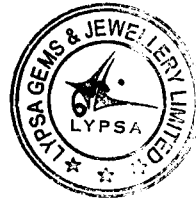
Mr. Manish Jaysukhlal Janani, and Mr. Dipankumar Babulal Patwa , Directors of the company may be deemed to be interested in this resolution to the extent securities that may be allotted to him as Bonus Shares.

None of the other Directors is interested in the said resolution.

For Lypsa Gems & Jewellery Ltd

Date: 11/08/2014

Place: Mumbai



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M.J. Janani

(Manish Janani)
Managing Director
(DIN: 02579381)

