



**LYPSA**  
www.lypsa.in

CIN: L28990GJ1995PLC028270

Date: 05/06/2017

To,  
The General Manager Listing  
Corporate Relationship Department  
BSE Limited  
Ground Floor,  
P.J.Towers, Dalal Street  
Mumbai - 400 001  
Script Code: 534532

To,  
National Stock Exchange of India Ltd.,  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E)  
Mumbai - 400 051

Symbols: LYPSAGEMS

Sub: Proposed EGM will be held on 28th June, 2017 for approval of Issue of Bonus shares.

Ref: - Lypsa Gems & Jewellery Ltd

Dear Sir,

The Extra-Ordinary General Meeting of the shareholders of the Company will be held on Wednesday 28<sup>th</sup> June, 2017 at 12:00 p.m. at registered office of the company wing A, 2nd block 202-302, orchid complex, 2nd floor, opp. HDFC bank, Chhapi, Pirojpur road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210 for Issue of Bonus shares.

We are enclosing herewith copy of EGM Notice.

Kindly take the same on record.

Thanking you,

For Lypsa Gems & Jewellery Ltd

Dipan B. Patwa  
Chairman  
DIN: 02579405

**LYPSA GEMS & JEWELLERY LIMITED.**

**CIN: L28990GJ1995PLC028270**

**Regd. Office :** Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road,  
Chhapi, Vadgam, Banaskantha, Gujarat - 385210. India

**Corp. Office :** Mehta Mahal, 2nd Floor, North Side, Opp. Roxy Cinema, 15th Mathew Road, Opera House, Mumbai - 400 004.  
Tel.: +91 22 2367 9792 • E-mail : info@lypsa.in

# LYPSA GEMS & JEWELLERY LTD

CIN.: L28990GJ1995PLC028270

Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210

Email ID:- info@lypsa.in Website:- www.lypsa.in

Tel.No.: 022-23670031, Fax No.: 022-67413614

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## NOTICE OF EXTRA ORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF LYPSA GEMS & JEWELLERY LIMITED WILL BE HELD ON WEDNESDAY, 28<sup>TH</sup> DAY OF JUNE, 2017 AT 12:00 P.M. AT WING A 2ND BLOCK 202-302, ORCHID COMPLEX, 2ND FLOOR, OPP. HDFC BANK, CHHAPI, PIROJPURA ROAD, CHHAPI, VADGAM, BANASKANTHA, BANASKANTHA, GUJARAT, 385210 TO TRANSACT THE FOLLOWING BUSINESS:**

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### Special Business

#### **ITEM NO. 1 INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY & ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for time being in force) and the Articles of Association of the Company, the Authorized Share Capital of the Company be increased from existing Rs. 25,00,00,000/- (Rupees Twenty Five Crore) divided into 2,50,00,000 (Thirty Crores Fifty Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10/- (Rupees Ten Only) each and consequently the existing clause V of the Memorandum of Association.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by deleting the same and substituting in its place the following new Clause V:

"V The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 3,00,00,000 ( Three Crores) equity shares of Rs.10/- (Rupees Ten Only) each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be for the time being, be provided by the regulations of the Company."

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**FURTHER RESOLVED THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding."

## **ITEM NO. 2 ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY**

To consider and pass with or without modification(s), the following resolution, as a Special Resolution:

**"RESOLVED THAT** pursuant to Section 14 and any other applicable provisions, if any, of the Companies Act, 2013, and subject to such other approvals or consents as may be required under applicable law or from concerned Statutory Authority(is), the existing Article 5(a) of the Articles of Association of the company be altered in the following manner:

### **Article 5 (a):**

"The Authorized Share Capital of the Company is as stated in Clause V of the Memorandum of Association of the Company with power to increase and/or reduce such capital from time to time in accordance with the regulation of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors of the company (which expression shall also include a Committee thereof) be authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any director(s), the Company Secretary or any other officer(s) of the company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution."

## **ITME NO. 3 ISSUE OF BONUS SHARE:**

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to Section 63 and all other applicable provisions of the Companies Act, 2013 or any amendment or re-enactment thereof and as authorized by Articles of Association of the Company and in accordance with the Securities & Exchange Board of India (Issue of Capital and

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Disclosure Requirements) Regulations, 2009 and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, the Board of Directors (which term shall include any Committee thereof) of the Company be and is hereby authorized to capitalize a sum of Rs. 8,42,40,000/- (Rupees Eight Crore Fourty Two Lakh Forty Thousand only) out of the Company's Free Reserve or such other accounts as are permissible to be utilized for the purpose and as per the audited financial accounts of the Company for the year ended 31<sup>st</sup> March, 2017 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of 8424000 (Eighty Four Lakh Twenty Four Thousand) Equity Shares of Rs.10/- each as Bonus Equity Shares credited as fully paid up, to the eligible Members of the Company holding equity shares of Rs. 10/- each whose names appear in the Register of Members/Beneficial Owners' position of the Company on such date ("Record Date/Book-Closure") as the Board may determine, in the proportion of 2 ( Two) new Equity Share of Rs. 10/- each for every 5 (Five) Equity Share of Rs. 10/- each held as on the Record Date/Book-Closure and that the new Bonus Equity Shares so issued and allotted shall be treated for all purposes as an increase of the Equity Share Capital of the Company held by each such members and not as income in lieu of dividend.

**RESOLVED FURTHER THAT** the new equity shares of Rs. 10/- each to be allotted as bonus shares shall be subject to the terms of 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 fully paid equity shares of the Company and shall be entitled to dividend(s), if any, to be declared after the bonus shares are allotted.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued to the allottees of the new equity bonus shares and the share certificate(s) in respect of the new equity bonus 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 new equity bonus shares will be credited to the demat account of the allottees, who are holding the existing equity shares in electronic form.

**RESOLVED FURTHER THAT** the allotment of the new equity Bonus Shares to the extent that they relate to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors of the Company, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999.

**"RESOLVED FURTHER THAT** the fractional shares caused by issue of Bonus share shall be transferred without requiring any further action to a Trust to be formed for this purpose."

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**“RESOLVED FURTHER THAT** the Independent Directors of the Company shall manage this trust and the Compliance Officer of the Company shall be secretary of the Trust and shall assist the Independent Directors in managing the affairs of the Trust.”

**“RESOLVED FURTHER THAT** this Trust shall sell Bonus shares held in its name, in the market including off market sale, at the best available price in one or more lots. The decision of the Trust as to the timing and method of sale and the price at which such sale has been given effect to in that behalf shall be final and binding on all concerned. The Trust shall hold the net sale proceeds of all such shares after defraying them from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchange(s) and other applicable guidelines, rules and regulations.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its absolute discretion, deem necessary, expedient including settling any question, doubt or difficulties that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution and the Board's decision in this regard shall be final and binding.

**By Order of the Board of Directors  
Lypsa Gems & Jewellery Ltd**

**Date:- 25/05/2017  
Place:- Chhapi**

**SD/-  
Dipankumar Babulal Patwa  
(Chairman)  
DIN: 02579405**

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## **Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and proxy need not be a member of the Company. The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this notice under Note No. 12

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

2. Members are requested to bring their attendance slip along with their copy of Notice of EGM to the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.
5. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of Meeting.
6. Pursuant to provisions of the SEBI (LODR) Regulation, 2015, the Company is maintaining an E-mail ID, info@lypsa.in for quick redressal of member/investor grievances.
7. Members may note that the Notice of Extra Ordinary General Meeting will also be available on the company's website [www.lypsa.in](http://www.lypsa.in) for their download.

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8. Members holding shares in physical form are requested to notify any change in address to the Registrar & Share Transfer Agents of the Company. Members holding shares in electronic form are requested to intimate change in address and email addresses to their Depository Participants.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar & Share Transfer Agent M/s. Purva Share Registry (India) Pvt. Ltd.
10. Electronic copy of the Notice of EGM is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM is being sent in the permitted mode. Members are requested to register/ update their e-mail IDs with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form respectively.
11. E-voting facility to all members has been provided through the e-voting platform of NDSL and the Company has appointed Mr. S.K. Pandey, Practicing Company Secretary (Membership No. ACS 8546), and/or failing Ms. Sajeda Patel or Ms. Pooja Jobanputra an Independent Professional has been appointed as Scrutinizer to scrutinize the remote e-voting process and voting at the EGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.

## 12. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot/Poll paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot/Poll paper.

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- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
  
- IV. The remote e-voting period commences on 25th June, 2017 (9:00 am) and ends on 27th June, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st June, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - (vii) Select "EVEN" of "Lypsa Gems & Jewellery Ltd".
    - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
    - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
    - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.



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- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to pandeysk2004@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of EGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the EGM) :
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------------|---------|--------------|
|-------------------------------------|---------|--------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st June, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st June, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.

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- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot/Poll paper.
- XIII. Mr. S.K. Pandey, Practicing Company Secretaries (Membership No. ACS 8546) and/or failing Ms. Sajeda Patel or Ms. Pooja Jobanputra an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot/Poll Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- XIV. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot/Poll Paper" for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.lypsa.in](http://www.lypsa.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the NSE and BSE Ltd

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## **Explanatory Statement**

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the item No. 1 & 2 [Forming Part of the Notice to the Members].

This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchanges.

### **Item No. 1 & 2**

The Company proposes to issue bonus shares. It is therefore deemed appropriate to increase the Authorized Share Capital of the Company from Rs. 25.00 crore to Rs 30.00 Crore and for that purpose the Memorandum of Association and Articles of Association of the Company is proposed to be suitably altered.

Presently, the authorized share capital of your Company is Rs. 25,00,00,000 (Twenty Five Crores only) divided into 25000000 (Two Crore Fifty lakhs) equity shares of Rs.10/- (Rupees ten only) each. The issue of bonus shares as aforesaid would require increase in the authorized capital of the Company to Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 3,00,00,000 (Three Crore) equity shares of Rs.10/- each (Rupees ten only) and consequential amendments to the existing Clause V of the Memorandum of Association of the Company. The present issued and paid-up capital of the Company is Rs. 21,06,00,000/- (Twenty one crore six lakhs) After Issue of Bonus share the issued and paid-up capital of the Company will be Rs. 29,48,40,000/- (Rupees Twenty Nine Crore Forty Eight Lakhs Forty Thousand only) divided into 29484000 (Two crore ninety four lakh Eighty four thousand) of Rs. 10/- each.

The provisions of the Companies Act, 2013, require the Company to seek the approvals of the Members for increase in the Authorized Share Capital and for the alteration in the capital clause of the Memorandum of Association and Article 5(a) of the Articles of Association of the Company.

The Board of Directors recommends passing the Resolution at Item No.1 & 2 of the Notice, as an Ordinary & Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, financially or otherwise, deemed to be concerned or interested in this item of business.

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## **Item No.3**

The equity shares of the Company are listed and traded on BSE Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few months. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on 25<sup>th</sup> May, 2017, considered it desirable to recommend issue of fully paid up Bonus shares in the proportion of 2 (Two) new equity shares of Rs. 10/- each for every 5 (Five) Equity share of Rs. 10/- each subject to approval of the shareholders and such other authorities as may be necessary. The fully paid-up Bonus Shares shall be distributed to the Members of the Company, whose names shall appear on its Register of Members on the Book-Closure/Record Date as determined by the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares. The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Book-closure/Record Date, save and except that they shall not participate in any dividend that may be declared before the 'Book-Closure/Record Date'. Fractions if any, arising in the process of Bonus share, will be transferred to a trust created for this purpose.

The issue of Bonus shares by capitalization of reserves is authorized by the existing Articles of Association of the Company.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

The Board of Directors of your Company recommends this Resolution for your approval.

**By Order of the Board of Directors  
Lypsa Gems & Jewellery Ltd**

**Date:- 25/05/2017  
Place:- Chhapi**

**SD/-  
Dipankumar Babulal Patwa  
(Chairman)  
DIN: 02579405**

# **LYPsa GEMS & JEWELLERY LTD**

CIN.: L28990GJ1995PLC028270

Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi,  
Vadgam, Banaskantha, Banaskantha, Gujarat, 385210

Email ID:- info@lypsa.in Website:- www.lypsa.in

Tel.No.: 022-23670031, Fax No.: 022-67413614

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## **ATTENDANCE SLIP**

**PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE  
ENTRANCE**

I/We hereby record my/our presence at the Extraordinary General Meeting of LYPsa GEMS & JEWELLERY LTD held Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210, on Wednesday, the 28<sup>th</sup> day of June 2017 at 12.00 P.M.

Name of the Shareholder :

Registered Address of the Shareholder :

Ledger Folio No./CL ID/DP ID No. :

Number of shares held :

Name of the Proxy/Representative, if any :

Signature of the Member/s/Proxy :

Signature of the Representative :

# LYPSA GEMS & JEWELLERY LTD

CIN.: L28990GJ1995PLC028270

Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi,  
Vadgam, Banaskantha, Banaskantha, Gujarat, 385210

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## Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	L28990GJ1995PLC028270		
Name of the Company :	LYPSA GEMS & JEWELLERY LTD		
Registered Office :	Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210 Tel.No.: 022-23670031, Fax No.: 022-67413614 Email address: info@lypsa.in Website - www.lypsa.in		
Name of the member (s) :			
Registered address :			
E-mail Id :			
Folio No./ Client Id :		DP ID :	

I/We, being the member (s) of ..... Shares of the above named company, hereby appoint

1.	Name		
	Address		
	E-mail Id		
	Signature	or failing him	
2.	Name		
	Address		
	E-mail Id		
	Signature	or failing him	
3.	Name		
	Address		
	E-mail Id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the **28<sup>th</sup> day of June, 2017** at 12.00 P.M. at **Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	<b>INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY &amp; ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY</b>
2.	<b>ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY</b>
3.	<b>ISSUE OF BONUS SHARE</b>

Signed this ..... day of ..... 2017.

Signature of shareholder : \_\_\_\_\_

Signature of proxy holder (s) : \_\_\_\_\_

Affix  
Revenue Stamp

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

# LYPSA GEMS & JEWELLERY LTD

CIN.: L28990GJ1995PLC028270

Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210

Email ID:- info@lypsa.in Website:- www.lypsa.in

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## Form MGT-12

### Ballot/Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

**Name of Company:** LYPSA GEMS & JEWELLERY LTD

**Registered Office:** Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210

Name of the First Named Shareholder :  
(In block letters)

Name of the Joint Holder(s) if any :

Registered address of the sole/first named :  
Shareholder

Registered Folio No./ DP No./ Client ID No. :

Class of shares & No. of shares held :

I/We hereby exercise my/our vote in respect of **Resolutions** enumerated below by recording my assent or dissent to the said resolutions in the following manner::

Item No.	Items	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
<u>Special Resolution</u>				
1.	INCREASE IN AUTHORIZED CAPITAL OF THE COMPANY & ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY			
2.	ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY			
3.	ISSUE OF BONUS SHARE			

Place:

Date:

Signature of the Shareholder

#### Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by remote e-voting, there is no need to fill up and sign this form.
3. Please note that the last date for receipt of Postal Poling Forms by the Scrutinizer is **27<sup>th</sup> June, 2017**.

# LYPSA GEMS & JEWELLERY LTD

CIN.: L28990GJ1995PLC028270

Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210

Email ID:- info@lypsa.in Website:- www.lypsa.in

Tel.No.: 022-23670031, Fax No.: 022-67413614

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## 1. General Instructions:

- a. There will be one Poling Form/remote e-voting for every Client ID No. /Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Poling Form or through remote e-voting. If a member has opted for Physical Poling, then he/she should not vote by remote e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal Poling and remote e-voting, then vote cast through remote e-voting shall prevail and vote cast through Physical Postal Poling shall be considered as invalid.
- c. Voting in the Poling/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Poling/remote e-voting shall be final and binding.

## 2. Instructions for voting physically by Postal Poling Form:

- a. A member desirous of exercising his/her Vote by Poling may complete this Poling Form and send it to the Scrutinizer, Mr. S.K.Pandey, a Practicing Company Secretary, at Raja Bahadur Building, 1<sup>st</sup> Floor 45 Tamarind Lane, M.P.Shetty Marg, Fort, Mumbai – 400 001, in the attached self-addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal Poling, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Poling Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Poling Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Poling Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on, 27<sup>th</sup> June 2017. All Poling Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Poling Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Poling Form. They are also requested not to write anything in the Poling Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) 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 favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the EGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

## 3. Process for Members opting for Remote E-Voting:

- l. In case of members receiving the Polling Form by Post:  
User ID and initial password is provided at the bottom of the Postal Ballot Form.
- m. If you are already registered with NSDL for remote e-voting then you can use existing user ID and password for Login to cast your vote.
- n. In case of any queries, remote e-voting user manual for shareholders available at the Downloads section on NSDL remote e-voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) can also send your queries/ grievances relating to remote e-voting to the e-mail ID:- [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- o. The period for remote e-voting starts on, **25<sup>th</sup> June, 2017 at 9.00 a.m. and ends on 27<sup>th</sup> June, 2017 at 5.00 p.m.**



# LYPSA GEMS & JEWELLERY LTD

CIN.: L28990GJ1995PLC028270

Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210

Email ID:- info@lypsa.in Website:- www.lypsa.in

Tel.No.: 022-23670031, Fax No.: 022-67413614

## (ANNEXURE TO THE NOTICE FOR THE EXTRA ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD 15th MAY, 2017)

Envelope No. :

Name & Registered Address of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

### Subject: Process and manner for availing E-voting facility

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on the resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) to be held on Wednesday, 28<sup>th</sup> June, 2017 at 12:00 P.M. at Wing A 2nd Block 202-302, Orchid Complex, 2nd Floor, Opp. HDFC Bank, Chhapi, Pirojpur Road, Chhapi, Vadgam, Banaskantha, Banaskantha, Gujarat, 385210 and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

<b>EVEN (Electronic Voting Event Number)</b>	<b>User ID</b>	<b>PASSWORD</b>

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
25 <sup>th</sup> June, 2017 at 9:00 A.M. (IST)	27 <sup>th</sup> June, 2017 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of the EOGM before exercising your vote.