

Date: April 10, 2026

To,
The Manager,
The Listing Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai- 400051

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members of Pushpa Jewellers Limited ("the Company")

Pushpa Jewellers Limited (SYMBOL/ISIN: PUSHPA/INE154801018)

Dear Sir/Madam

This is to inform you that the Extra Ordinary General Meeting ("EGM") of the Company is scheduled to be held on Wednesday, May 06, 2026 at 03:00 P.M. (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India time to time.

The attached Notice of the EGM of the Company containing inter alia, details for e-voting and attending EGM through VC/OA VM will be sent only by mail to all those shareholders whose email addresses are registered with the Company/ Depository Participants as on Friday, April 03, 2026 and will also be available on the Company's website at <https://pushpajeweller.com/>

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The e-voting shall –

Commence	Sunday, May 03, 2026 (from 9.00 A.M. IST)
End	Tuesday, May 05, 2026 (up to 5.00 P.M. IST)

The Board has fixed Wednesday, April 29, 2026 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the EGM or to attend the EGM.

Rahul Srivastava & Co., Practising Company Secretary having Membership no. 23592, of Institute of Company Secretaries of India has been appointed by the Board of Directors ("Board") of the Company to act as the Scrutinizer of the ensuing Extraordinary General Meeting pursuant to the provisions of Section 108 and other applicable provisions if any of the Companies Act, 2013.

This is for your information and records please.

Thanking You
Yours Faithfully

FOR PUSHPA JEWELLERS LIMITED

For PUSHPA JEWELLERS LIMITED

Smita Mondal

Name: SMITA MONDAL Company Secretary
Designation: Company Secretary and Compliance Officer
Membership No. A44279



PUSHPA JEWELLERS LIMITED

CIN: L27310WB2009PLC135593

Registered Office: 22, East Topsia Road, 4th Floor, Fl-4a, Tirumala, Gobinda Khatick Road, Kolkata 700046, A. C Lane, West Bengal, India,

Tel No: 033-40063039; **E-mail:** info@pushpajewellers.in; **Web:** www.pushpajewellers.com

NOTICE

NOTICE is hereby given to the Shareholders (the “Shareholders” or the “Members”) of Pushpa Jewellers Limited (“Company”) that an Extra-Ordinary General Meeting (“EGM”) of the Company will be held on Wednesday, May 06, 2026 at 03.00 p.m. through Video Conferencing / Other Audio Visual Means to transact the following business:

1) APPROVAL FOR INCREASE IN AUTHORISED SHARE CAPITAL AND SUBSEQUENT ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

*To consider and, if thought fit, to pass the following resolution, as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions in the Articles of Association of the Company and subject to the approval of the members and such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities and subject to such terms and conditions, the consent of the members of the Company be and is hereby accorded for the increase in Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Number of equity shares of Rs. 10/- (Rupee Ten) each to Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Number of Equity Shares of Face Value Rs. 10/- (Rupee Ten) each ranking pari-passu with the existing shares in all respects.

RESOLVED FURTHER THAT consent of the members be and is hereby accorded to subsequently alter the Memorandum of Association of the Company by substituting the existing Clause V thereof by the following new Clause V as under:

“V “The Authorised Share Capital of the Company is Rs 27,00,00,000/- (Rupees Twenty-Seven Crores divided into 2,70,00,000 Equity Shares of Rs. 10/- (Rupees Ten Only) with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase and decrease the capital of the Company and to divide the shares in 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 Articles of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the Company for the time being.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one of the Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

2) ISSUANCE OF WARRANTS ON A PREFERENTIAL BASIS AND MATTERS RELATED THEREWITH

*To consider and, if thought fit, to pass (s), the following Resolution as a **Special Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the **“Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (**“FEMA”**), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India (**“SEBI”**) and/or any other statutory or regulatory authorities, including the BSE Limited (the **“Stock Exchange”**) of which the equity shares of the Company having face value of Rs. 10/- (Indian Rupee Ten) each (**“Equity Shares”**) are listed (hereinafter collectively referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities (including the Stock Exchange) and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), is hereby authorised to accept, the consent of the Members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches, upto **20,00,000 (Twenty Lakh)** warrants, each exercisable into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each (**“Warrants”**) at a price of Rs. **102/-** (Rupees One Hundred and Two only) each payable in cash (**“Warrants Issue Price”**), aggregating up to Rs. **20,40,00,000 (Rupees Twenty Crore Forty Lakh only)**, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to identified persons, as specified below (hereinafter referred to as **“Proposed Allottees”**), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine (the **“Preferential Issue”**).

Sl. No.	Name of the Allottee	Category	No. of warrants
1	Mridul Tibrewal	Promoter	5,00,000
2	Anupam Tibrewal	Promoter	5,00,000
3	Neha Tibrewal	Promoter Group	2,00,000
4	Ranjana Tibrewal	Promoter Group	2,00,000
5	Arun Saboo	Public	2,00,000
6	Mona Chokhani	Public	1,00,000
7	Mahendrakumar Kantilal Gandhi	Public	1,00,000
8	Vaibhav Arvind Vora	Public	1,00,000
9	Barbhaya Sushilaben Rameshkumar	Public	1,00,000

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the “**Relevant Date**” for the purpose of determination of the floor price for the issue and allotment of Warrants is **Monday, April 06, 2026**, being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting. i.e. Wednesday, May 06, 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
- b) the minimum amount of Rs. 5,10,00,000/- (Rupees Five Crore Ten Lakh only), which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant (“**Warrant Subscription Amount**”). The Warrant holders will be required to make further payments of Rs. 15,30,00,000/- (Rupees Fifteen Crore Thirty Lakh only), which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to subscribe to equity share(s) of the Company (“**Warrant Exercise Amount**”).
- c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;
- d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of respective allotment thereof, in accordance with the applicable law;
- e) the equity shares allotted upon exercise of the Warrants shall be listed on the Stock Exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
- f) the Warrants shall not carry any voting rights until they are exercised and equity shares are allotted and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
- g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form, subject to receipt of the relevant Warrant Exercise Amount from the Warrant holder to the designated bank account of the Company;
- h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and Warrant Subscription Amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;

- i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
- j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, and the Key Managerial Personnel, be and is hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

- i. to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
- ii. to negotiate, finalize and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchange for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
- iii. to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
- iv. to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
- v. to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchange, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
- vi. to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
- vii. to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3) TO APPROVE POWER TO BORROW FUNDS PURSUANT TO THE PROVISIONS OF SECTION 180(1)(C) OF THE COMPANIES ACT, 2013, NOT EXCEEDING RS. 100,00,00,000/- (RUPEES HUNDRED CRORES ONLY)

To consider and, if thought fit, to pass (s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactments thereof), and the relevant regulations/directions as may be prescribed by the National Housing Bank and Reserve Bank of India from time to time (including any amendment(s), modification(s) thereof) and the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board, to borrow from time to time any sum(s) of monies (exclusive of interest) on such terms and conditions as the Board of Directors of Directors may determine, from anyone or more of the Company’s bankers and/or from anyone or more other banks, persons, firms, companies/bodies corporate, financial institutions, institutional investor(s), mutual funds, insurance companies, pension funds and or any entity/entities or authority/authorities, whether in India or abroad, and whether by way of cash credit, advance or deposits, loans or bill discounting, issue of debentures, commercial papers, long/short term loans, suppliers’ credit securities instruments such as floating rate notes, fixed rate notes, syndicated loans, commercial borrowing from the private sector window of multilateral financial institutions, either in rupees and/or in such other foreign currencies as may be permitted by law from time to time, and/or any other instruments/securities or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge of the Company’s assets, licenses and properties, whether immovable or movable and all or any of the undertaking of the Company, provided that the moneys to be borrowed together with the moneys already borrowed by the Company [apart from temporary loans obtained from the Company’s bankers in the ordinary course of business] shall not exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount upto which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding at any time shall not exceed the sum of Rs. 100,00,00,000/- (Rupees Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors or such person/s or such committee (by whatever name called), as may be authorized by the Board in this regards, be and are hereby authorized to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all other acts, deeds, matters and things as may be deemed necessary and incidental for giving effect to the above, including execution of all such documents, instruments and writings, as may be required and filing of relevant forms with the jurisdictional Registrar of Companies.”

4) TO SET THE LIMITS OF ADVANCING OF LOANS TO/ GIVING GUARANTEES, PROVIDING OF SECURITIES IN CONNECTION WITH ANY LOANS TAKEN/TO BE TAKEN BY A PERSON(S) OR ENTITY OR COMPANY OR BODY CORPORATE IN WHICH

ANY OF THE DIRECTORS OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF COMPANIES ACT, 2013

To consider and, if thought fit, to pass (s), the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 185 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such approvals, consents, sanctions and permissions as may be necessary and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to advance or give any loan in one or more tranches including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Director or any other person or any entity which is a subsidiary or associate or joint venture of the Company in which any director is deemed to be interested upto an aggregate sum of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) at any point of time, in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans/Guarantees/Securities, and to take all necessary steps, to settle any question, difficulty that may arise in this regard, to execute all such documents, deeds, instruments, papers and/or agreements and writings as may be required and to do all necessary acts, deed and things, as the Board may in its absolute discretion, deem fit, necessary or appropriate in the best interest of the Company.

ITEM NO. 8 – TO SET THE LIMIT OF GIVING LOANS, MAKING INVESTMENT, GIVING GUARANTEES OR PROVIDING SECURITY IN CONNECTION WITH A LOAN MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass (s), the following Resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of provisions of Section 186 and such other applicable provisions of the Companies Act, 2013 and the Rules, Regulations, Guidelines framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 100,00,00,000/- (Rupees Hundred Crores only)."

RESOLVED FURTHER THAT the existing directors of the Company be and are hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

**By the order of the Board of Directors
For Pushpa Jewellers Limited**

Sd/

**Smita Mondal
Company Secretary & Compliance Officer
Membership No. A44279**

**Date: April 08, 2026
Place: Kolkata**

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.pushpajewellers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
8. The remote e-voting facility will be available during the following period:

Commencement of e-voting	Sunday, May 03, 2026 (from 9:00 A.M. IST)
End of e-voting	Tuesday, May 05, 2026 (up to 5:00 P.M. IST)

9. The Board of Directors have appointed Rahul Srivastava & Co., Practicing Company Secretary (M. No.: 23592) as the Scrutinizer.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on May 03, 2026 at 09:00 A.M. and ends on May 05, 2026 at 05.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. April 29, 2026 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being April 29, 2026

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:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 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-

	<p>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 or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 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.jsp 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 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 or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the

	<p>system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com 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>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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. 1800-21-09911</p>

B) Login Method for e-Voting and joining virtual meeting 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.
 - 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.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
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 vjmrahul@gmail.com with a copy marked to evoting@nsdl.com. 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.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Deputy Manager at pritamd@nsdl.com / evoting@nsdl.com

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 cs@pushpajewellers.in
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 cs@pushpajewellers.in. 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@pushpajewellers.in. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

ITEM NO. 1

The Existing Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of face value Re. 10/- (Rupees Ten) each.

The Board of Directors of the company in its meeting held on April 08, 2026 has approved to raise funds by way of issuance of equity shares on rights basis (“rights issue”). Accordingly, the said rights issue necessitate increase in the authorized share capital of the Company. In this regard, the Board accorded its approval for increase in the authorized share capital from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Number of equity shares of Rs. 10/- (Rupee Ten) each to Rs. 27,00,00,000/- (Rupees Twenty-Seven Crores Only) divided into 2,70,00,000 (Two Crore Seventy Lakhs) Number of Equity Shares of Face Value Rs. 10/- (Rupee Ten) each.

Further, in view of increased Authorised share capital it is also necessary to amend clause V of the Memorandum of Association to give effect to the increase in the Authorised Share Capital. As per the provisions of Sections 13 & 61 of the companies Act, 2013, consent of the members is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorized Share Capital of the Company.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out under item no. 1 except to the extent of their shareholding in the Company, if any.

The Board, therefore, recommends resolutions set out under business Item no. 1 for consent of the members by way of Ordinary Resolution.

ITEM NO: 2

The Board of Directors of the Company (“Board”) at their Meeting held on April 08, 2026, approved raising of funds aggregating upto Rs. 20,40,00,000/- (Rupees Twenty Crore Forty Lakh only) by way of issuance of upto 20,00,000 (Twenty Lakh only) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each (“Warrants”) at a price of Rs. 102/- each payable in cash (“Warrants Issue Price”), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (eighteen) months from the date of allotment of Warrants, to identified persons (referred to as the “Proposed Allottees”), by way of a preferential issue, as specified in the table below, through private placement offer (the “Preferential Issue”).

Sl. No.	Name of the Allottee	Category	No. of warrants
1	Mridul Tibrewal	Promoter	5,00,000
2	Anupam Tibrewal	Promoter	5,00,000
3	Neha Tibrewal	Promoter Group	2,00,000
4	Ranjana Tibrewal	Promoter Group	2,00,000
5	Arun Saboo	Public	2,00,000
6	Mona Chokhani	Public	1,00,000
7	Mahendrakumar Kantilal Gandhi	Public	1,00,000
8	Vaibhav Arvind Vora	Public	1,00,000
9	Barbhaya Sushilaben Rameshkumar	Public	1,00,000

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the

“SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue. In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Act and the rules made thereunder and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of the Members of the Company by way of Special Resolution is required to issue warrants by way of private placement on a preferential basis. Accordingly, in terms of the Act and the SEBI ICDR Regulations, consent of the Members is being sought for the raising of funds aggregating upto Rs. 20,40,00,000/- (Rupees Twenty Crore Forty Lakh only) by way of issuance of upto 20,00,000 (Twenty Lakh only) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 102/- each payable in cash, on a preferential basis to the Proposed Allottees as the Board of the Company may determine in the manner detailed hereafter.

Necessary information / details in respect of the proposed Preferential Allotment of Equity Shares in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI ICDR Regulations are as under:

1. Relevant Date

The “Relevant Date” as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is **Monday, April 06, 2026** i.e. being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting. i.e. Wednesday, May 06, 2026.

2. Particulars of the Preferential Issue including date of passing of Board Resolution

The Board, at its Meeting held on April 08, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 20,00,000 (Twenty Lakh only) Warrants to the Proposed Allottees, each at a price of Rs. 102/- per Warrant (including a premium of Rs. 92/- per Warrant), aggregating up to Rs. 20,40,00,000/- (Rupees Twenty Crore Forty Lakh only), for a cash consideration, by way of a preferential issue on a private placement basis.

3. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued

Upto 20,00,000 (One Twenty Lakh only) Warrants, at a price of Rs. 102/- per Warrant (including a premium of Rs. 92/- per Warrant) aggregating up to Rs. 20,40,00,000/- (Rupees Twenty Crore Forty Lakh only), such price being not less than the floor price as on the relevant date determined in accordance with the valuation report and the provisions of Chapter V of the SEBI ICDR Regulations.

4. Objects of the Preferential Allotment

The Company intends to utilize the proceeds raised through the Preferential Issue (“Issue Proceeds”) towards the following objects:

- a) Up to 75% (Seventy-Five Percent) of the Issue Proceeds will be utilized to meet out Working Capital requirements of the Company.
- b) Up to 25% (Twenty-Five Percent) of the Issue Proceeds will be utilized for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board from time to time, and/or any other general purposes as may be permissible under applicable laws (referred to below as “General Corporate Purposes”)

Utilization of Issue Proceeds

Given that the funds to be received against Warrant conversion will be in tranches and the quantum of funds required on different dates may vary, therefore, the broad range of intended use of the Issue Proceeds for the above Objects is set out herein below:

Sr. No.	Particulars	Amount	Tentative Time Period up to which the amount shall be utilized
1.	Working Capital Requirements	15,30,00,000	Within 24 months from receipt of funds for the Warrants (as set out herein)
2.	General Corporate Purpose	5,10,00,000	

Given that the Preferential Issue is for Warrants, the Issue Proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of the SEBI ICDR Regulations, and as estimated by our management, the entire Issue Proceeds would be utilized for all the aforementioned Objects, in phases, as per the Company's business requirements and availability of Issue Proceeds, within 24 months from the date of receipt of funds for the Warrants (as set out herein). Our fund requirements and deployment of the proceeds of the Preferential Issue are based on the internal management estimates and it may change subject to range gap which shall not exceed +/-10% of the amount specified for that object of size of the Preferential Issue in accordance with NSE Notice No. NSE/CML/2022/56 dated December 13, 2022.

Interim use of Proceeds

Our Company, in accordance with the policies formulated pursuant to the applicable laws, rules, regulations and guidelines, and as described in this Notice, shall have the flexibility to deploy the Gross Proceeds towards the objects of the issue as set out above. Pending utilisation of the Gross Proceeds for the aforesaid purposes, the Company intends to temporarily invest and/or deposit the Gross Proceeds only with Scheduled Commercial Banks included in the Second Schedule of the Reserve Bank of India Act, 1934, or in such other permitted instruments as may be allowed under the applicable laws.

5. Monitoring of utilisation of funds

Since the proceeds from the Issue are not more than Rs.100 Crores, in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018 the company would not require to appoint the Monitoring Agency to monitor the use of proceeds of this preferential issue in due course.

6. Basis on which the floor price of preferential issue has been arrived at and justification for the price (including premium, if any)

The value of preferential issue of Equity Share Warrants of Pushpa Jewellers Limited has been determined as per the Valuation Report prepared by A. N Gawade, Registered Valuer having IBBI Registration No. IBBI/RV/05/2019/10746 having office at 7, Saraswati Heights, behind café Good Luck, Deccan Gymkhana, Pune-411004 being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The value per share arrived is Rs. 101.84/- (Rupees One Hundred One point Eight Four only) as per the above-mentioned valuation report. The price at which the Equity Share Warrants are being issued is Rs. 102/- (Rupees One Hundred Two) which is higher than the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations.

The valuation report shall be available electronically for inspection without any fee by the members from the date of circulation of this notice upto the closure of remote e-voting and will also be made available on the Company's website and can be accessed at www.pushpajewellers.com

Since the Equity Shares of the Company have been listed on the recognized Stock Exchanges for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

7. Amount which the company intends to raise by way of such securities

Aggregating up to Rs. 20,40,00,000/- (Rupees Twenty Crore Forty Lakh only)

8. The class or classes of persons to whom the allotment is proposed to be made

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are promoter/promoter group of the Company and others in the category of public.

9. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.

During the financial year 2025-26 & 2026-27, the Company has not made any allotment on preferential basis.

10. Maximum number of securities to be issued

The Resolution set out in the accompanying notice authorises the Board to raise funds aggregating upto Rs. 20,40,00,000/- (Rupees Twenty Crore Forty Lakh only) by way of issuance of upto 20,00,000 (Twenty Lakh only) warrants, each exercisable into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each at a price of Rs. 102/- each payable in cash.

Minimum amount of Rs. 5,10,00,000/- (Rupees Five Crore Ten Lakh only), which is equivalent to 25% (twenty five percent) of the Warrants Issue Price (“**Warrant Subscription Amount**”) shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 15,30,00,000/- (Rupees Fifteen Crore Thirty Lakh only) for each Warrant, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s) (“**Warrant Exercise Amount**”).

11. Intent of the promoters, promoter group, directors or key managerial personnel or senior management of the Company to subscribe to the offer

Apart from the Proposed Allottees, none of the promoters, members of the promoter group, Directors or Key Managerial Personnel or Senior Management of the Company intend to subscribe to the offer.

12. Shareholding pattern of the Company before and after the Preferential Allotment: -

Sr No	Category	Pre-issue [#]		Current Issue of Warrants	Post-issue*	
		No of shares held	% of shareholding		No of shares held	% of shareholding
A	Promoters and Promoter Group					
1	Indian					
	Individual	1,75,76,507	72.56%	14,00,000	1,89,76,507	72.37%
	Bodies corporate	-	-	-	-	-
	Sub-total	1,75,76,507	72.56%	14,00,000	1,89,76,507	72.37%
2	Foreign promoters	-	-	-	-	-
	Sub-total (A)	1,75,76,507	72.56%		1,89,76,507	72.37%
B	Non-promoters' holding					
1	Institutional investors	7,77,000	3.21%	-	7,77,000	2.96%
2	Non-institution					
	Private corporate bodies	12,69,000	5.24%	-	12,69,000	4.84%
	Indian public	43,06,405	17.78%	6,00,000	49,06,405	18.71%
	Non Resident indians	33,000	0.14%	-	33,000	0.13%
	Others:					0.00%
	HUF	2,61,000	1.08%	-	2,61,000	1.00%
	Sub-total (B)	66,46,405	27.44%		72,46,405	27.63%
	GRAND TOTAL (A+B)	2,42,22,912	100.00%		2,62,22,912	100.00%

The Pre-issue shareholding pattern is as on March 31, 2026

* The Post-Issue Shareholding Percentage has been calculated based on the fully diluted postissue paid-up share capital, assuming full subscription of the securities and full conversion of the warrants into equity shares.

13. Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the Resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

14. Principal terms of assets charged as securities

Not applicable.

15. Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

Tenure: The Warrants shall be exercisable into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

Lock-in: The Warrants and the equity shares issued upon conversion of the Warrants shall be locked in, in accordance with Chapter V of the SEBI ICDR Regulations.

Rights: The Warrants shall not carry any voting rights until they are exercised into equity shares.

Exercise of Warrants and other related matters:

- The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupee Ten only) each, in one or more tranches.
- The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.
- The Warrant holder shall pay the Warrant Exercise Amount for the relevant Warrants it proposes to exercise, and the Company shall, upon receipt of such payment in the designated bank account, in accordance with applicable law, to issue and allot equity shares (to the Warrant holder in lieu of the relevant Warrants).
- The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the Stock Exchange for listing the equity shares allotted to the Warrant holder pursuant to exercise of the Warrants. All equity shares (upon exercise of the Warrants) shall be credited into the Warrant holder's demat account.

16. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees

Sr. No.	Name of the Proposed Allottees	Name of the beneficial owners of proposed allottees of share warrants
1	N.A.	N.A.

17. The percentage of the post-preferential issue capital that may be held by the Proposed Allottees (as defined hereinabove) and change in control, if any, in the Company consequent to the Preferential Issue:

Name	Pre-Preferential Issue of Warrants		No. of warrants to be issued	Post-Preferential Issue of Warrants	
	No. of Equity Shares held	% held		No. of Equity Shares held*	% held**
Mridul Tibrewal	1,10,09,783	45.45%	5,00,000	1,15,09,783	43.89%
Anupam Tibrewal	65,93,724	27.22%	5,00,000	70,93,724	27.05%
Neha Tibrewal	0	0.00%	2,00,000	2,00,000	0.76%
Ranjana Tibrewal	0	0.00%	2,00,000	2,00,000	0.76%
Arun Saboo	6,02,000	2.49%	2,00,000	8,02,000	3.06%

Name	Pre-Preferential Issue of Warrants		No. of warrants to be issued	Post-Preferential Issue of Warrants	
	No. of Equity Shares held	% held		No. of Equity Shares held*	% held**
Mona Chokhani	0	0.00%	1,00,000	1,00,000	0.38%
Mahendrakumar Kantilal Gandhi	0	0.00%	1,00,000	1,00,000	0.38%
Vaibhav Arvind Vora	0	0.00%	1,00,000	1,00,000	0.38%
Barbhaya Sushilaben Rameshkumar	0	0.00%	1,00,000	1,00,000	0.38%

Note:

* The number of shares mentioned in this column have been calculated assuming all the Warrants issued to the proposed allottees will be converted fully.

** Assuming full conversion of 20,00,000 Warrants into equivalent number of Equity Shares under present Preferential Issue

There will be no change in the composition of the Board nor any change in the control of the Company consequent to the Proposed Preferential Issue.

18. Contribution being made by the promoters, promoter group or directors either as part of the Preferential Issue or separately in furtherance of objects

Sr. No.	Name of the Allottee	Category of the allottee	Contribution being made by subscription of warrants assuming full conversion (in ₹)
1	Mridul Tibrewal	Promoter & Whole-time Director	5,10,00,000
2	Anupam Tibrewal	Promoter & Managing Director	5,10,00,000
3	Neha Tibrewal	Promoter Group	2,04,00,000
4	Ranjana Tibrewal	Promoter Group	2,04,00,000
TOTAL			14,28,00,000

19. Undertakings: -

- The Company is eligible to make the Preferential Allotment to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
- The Company, its Promoters, Promoter Group and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and have not been categorized as a fraudulent borrower. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations is not applicable;
- None of its Directors or promoters, promoter group are fugitive economic offenders as defined under the ICDR Regulations;

- d. The Company does not have any outstanding dues to SEBI, Stock Exchange or any of the depositories;
- e. The Company has obtained the Permanent Account Numbers (PAN) of all the proposed allottees.
- f. The Company shall be making application seeking in-principal approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of a special resolution;
- g. The Company is in compliance with the conditions for continuous listing;
- h. The proposed allottees, promoter and promoter group has not sold any of the equity shares during 90 trading days preceding the relevant date;
- i. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- j. No person belonging to the promoters/ promoter group has previously subscribed to any warrants of the company during the last one year;
- k. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid-up capital in the hands of the public
- l. As the Equity Shares have been listed for a period of more than ninety trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- m. The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
- n. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- o. As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any monitoring agency to monitor the use of proceeds.

20. Report of a registered valuer

The price of the Equity Shares has been determined taking into account the valuation report of a registered valuer, namely Mr. A.N. Gawade, Independent Registered Valuer (IBBI Registered Valuer No. IBBI/RV/05/2019/10746) having its office at 7, Saraswati Heights, Behind café Good Luck, Deccan Gymkhana, Pune – 411004.

21. Current and proposed status of the Proposed Allottees post the Preferential Issue viz. promoter or non-promoter

Sr. No.	Name of the Allottee	Current status	Proposed status
1	Mridul Tibrewal	Promoter	Promoter
2	Anupam Tibrewal	Promoter	Promoter
3	Neha Tibrewal	Promoter group	Promoter group
4	Ranjana Tibrewal	Promoter group	Promoter group
5	Arun Saboo	Public	Public
6	Mona Chokhani	N/A	Public
7	Mahendrakumar Kantilal Gandhi	N/A	Public
8	Vaibhav Arvind Vora	N/A	Public
9	Barbhaya Sushilaben Rameshkumar	N/A	Public

22. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

23. Lock-in period

The Warrants allotted pursuant to this Resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

24. Certificate of Practicing Company Secretary

The Certificate from Mr. Abbas Vithorawala, Company Secretary in Practice (Membership No. ACS 23671, CP 8827) certifying that the preferential issue is being made in accordance with the requirements contained in the ICDR Regulations, is hosted on the Company's website and can be accessed at www.pushpajewellers.com to facilitate online inspection by the Members.

25. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its Promoters, Promoter group and directors is a wilful defaulter or fraudulent borrower:

Neither the Company nor any of its promoters, promoter group and directors is a wilful defaulter or fraudulent borrower or a fugitive economic offender and thus is not required to make disclosures as specified in Schedule VI of SEBI ICDR Regulations.

26. Other disclosures

- During the period from April 01, 2025 until the date of Notice, the Company has not made any Preferential Issue of equity shares.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

All material terms of the Preferential Allotment have been set out above.

In terms of Section 62(1)(c) read with Section 42 of the Act and rules framed thereunder, and in accordance with the provisions of Chapter V "Preferential Issue" of the SEBI ICDR Regulations, the

issue of Warrants by way of Preferential Approval requires approval of the Members by way of a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

The Board recommends Special Resolution as set out at Item No. 2 of the Notice for approval of the members.

Other than Mr. Mridul Tibrewal, Mr. Anupam Tibrewal and their immediate relatives viz Mrs. Neha Tibrewal and Mrs. Ranjana Tibrewal who are also the proposed allottees, none of the Promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, in the resolution.

ITEM NO. 3

As per Section 180(1)(c) of the Companies Act, 2013 read with Rules framed thereunder, the Company is required to obtain prior approval of the Members by way of Special Resolution for borrowing money when the money to be borrowed together with the money already borrowed by the Company exceeds the aggregate of the paid-up share capital and free reserves apart from temporary loans obtained from the Company's bankers in the ordinary course of business.

Consent of the members is therefore sought to enable the Company to borrow money, with the limit as set out in the resolution.

The Board recommends Special Resolution as set out at Item No. 3 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

The Company may have to render support for the business requirements of its subsidiary Companies or Associate or Joint Venture of Group Entity (if any), or any other person in whom any of Director of the Company is deeded to be interested (collectively referred to as the "Entities"), as and when required from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company is unable to extend financial assistance by way of loan, guarantee or security to such entities or persons. Hence it is proposed to increase the limit of advancing of loans to/ giving guarantees, providing of securities in connection with any loans taken/to be taken by a person(s) or entity or Company or body corporate in which any of the Directors of the Company is interested up to Rs. 100,00,00,000/- (Rupees Hundred Crores Only) as stated in the proposed resolution.

As per the provisions of section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of the entities.

Hence, in order to enable the Board of Directors of the Company to advance loan or give guarantee or provide security in respect of loans to be taken by such entities in which Directors are interested directly or indirectly under section 185 of the Companies Act, 2013, requires approval of members by a Special Resolution. Therefore, the Board of Directors recommends the proposed resolution set out in item No. 4 of this Notice as Special Resolution.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any) and/or such bodies corporate to whom loans, guarantee and security being advanced/given/provided by the Company pursuant to this Special Resolution.

ITEM NO. 5

Section 186 (2) (b) of the Companies Act 2013 (“the Act”) states that No company shall directly or indirectly give any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and give any guarantee or provide security in connection with a loan to any other body corporate or person exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. However, Section 186 (3) of the Companies Act 2013 states that where the giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified as above, prior approval by means of a special resolution passed at a general meeting shall be necessary.

The Board recommends Special Resolution as set out at Item No. 5 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

**By the order of the Board of Directors
For Pushpa Jewellers Limited**

Sd/

**Smita Mondal
Company Secretary & Compliance Officer
Membership No. A44279**

Date: April 08, 2026

Place: Kolkata