# D.P. ABHUSHAN LTD.

CIN No. U74999MP2017PLCO43234

**Date: August 28, 2018**

To,
**National Stock Exchange of India Limited**
**Listing Compliance Department**
Exchange Plaza,
Bandra Kurla Complex
Bandra East,
Mumbai – 400051

**Respected Sir / Ma'am,**

**Sub: Intimation of 1st Annual General Meeting of the Company and Book Closure Dates**

**Ref: D. P. ABHUSHAN LIMITED (SYMBOL: DPABHUSHAN)**

This is to inform you that the 1st Annual General Meeting of our Company is scheduled to be held on Saturday, September 22, 2018 at 04.00 P.M. at Hotel Balaji Central, Opposite GTB Academy School, Sailana / Banswara Road, Ratlam - 457001, Madhya Pradesh.

The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 15, 2018 to Saturday, September 22, 2018 (Both days inclusive) for the purpose of 1st Annual General Meeting of the Company which will be re-opened from Monday, September 24, 2018 onwards
Kindly take the same on your record and oblige us.

For, **D. P. ABHUSHAN LIMITED**

D.P. Abhushan Limited Ratlam (M.P.)

**Vikas Kataria**
**Managing Director**
**DIN: 02855136**

**Encl: Notice to AGM**
**Corrigendum to the notice of 1st Annual General Meeting of the Company**

**NOTICE** is hereby given that the 1st (first) Annual General Meeting (AGM) of the Members of D. P. Abhushan Limited ("the Company") will be held on September 21, 2018 at 04:00 P.M. at Hotel Balaji Central, Opposite GTB Academy School, Sailana/Banswara Road, Ratlam-457001 to transact the following businesses:

**Ordinary Businesses:**

**1. Adoption of Financial Statements:**

To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2018 and the reports of the Directors' and the Auditors' thereon.

**2. Appointment of Mr. Vikas Kataria (DIN 02855136) as director liable to retire by rotation:**

To appoint a Director in place of Mr. Vikas Kataria (DIN 02855136), who retires by rotation and, being eligible, seeks re-appointment.

**Explanation:** Based on the terms of appointment, executive directors and the non-executive are subject to retirement by rotation. Mr. Vikas Kataria (DIN 02855136), who was appointed on June 10, 2017 as Managing Director for the current term, and is the longest-serving member on the Board, retires by rotation and, being eligible, seeks re-appointment.

To the extent that Mr. Vikas Kataria (DIN 02855136) is required to retire by rotation, he would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

**RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the reappointment of Mr. Vikas Kataria (DIN 02855136) as such, to the extent that he is required to retire by rotation.

**3. Appointment of Statutory Auditor and to fix their remuneration:**

Appointment of M/s. Jeevan Jagetiya & Co., Chartered Accountants, Ahmedabad (FRN: 121335W) as Statutory Auditor of the Company to hold office as such from the conclusion of 1st (first) Annual General Meeting till the conclusion of 6th (Sixth) Annual General Meeting of the Company and to authorize the Board of Directors to fix their fees in consultation with the Auditor:

**Explanation:** Under Section 139 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, every Company shall, at the first annual general meeting, appointan individual or a firm as an auditor who shall hold office from the conclusion of that meeting till the conclusion of its sixth annual general meeting and thereafter till the conclusion of every sixth meeting. Further, section also provides for rotation of the statutory auditors on completion of the maximum term permitted under the said section. The Company has received written consent from M/s. Jeevan Jagetiya & Co., Chartered Accountants, Ahmedabad (FRN: 121335W) and also received certificate to the effect that they are eligible and qualified to be appointed as such and have not incurred any disqualification cited under Section 141(3) of the act.

In line with the requirements of the Act, the Audit Committee has proposed and the Board of Directors has recommended the appointment of M/s. Jeevan Jagetiya & Co., Chartered Accountants, Ahmedabad (FRN: 121335W) as the statutory auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 1st (First) Annual General Meeting of the Company, till the conclusion of the 6th (Sixth) Annual General Meeting to be held in the calendar year 2023. Accordingly, the appointment of M/s. Jeevan Jagetiya & Co., Chartered Accountants, Ahmedabad (FRN: 121335W) is being placed before the shareholders for their approval by way of an Ordinary Resolution.

"**RESOLVED THAT,** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the proposal of the Audit Committee and recommendation of the Board of Directors, M/s. Jeevan Jagetiya & Co., Chartered Accountants (FRN: 121335W) be and is hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 1st (first) Annual General Meeting till the conclusion of the 6th (Sixth) Annual General Meeting to be held in the calendar year 2023 and that the Board of Directors and/or Audit Committee be and are hereby authorized to fix fees in consultation with the Auditors for audit of the accounts of the Company."

**Ordinary Business:**

**4. Appointment of Mr. Sanskar Kothari (DIN 06779404) as Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, following resolution as an **Ordinary resolution**

**RESOLVED THAT**, pursuant to Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Sanskar Kothari (DIN 06779404), who was appointed as an Additional (Non-Executive Independent) Director of the Company by the Board of Directors with effect from July 16, 2018 and who holds office till the date of this AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sanskar Kothari (DIN 06779404) as a candidate for the office of a director of the Company, be and is hereby appointed as an Non-Executive Independent Director of the Company for a period up to July 15, 2023, not liable to retire by rotation.

**Registered office:**
138,Chandani Chowk, Ratlam, Madhya Pradesh-457001

By order of the Board of Directors
For, **D. P. ABHUSHAN LIMITED**

**Vikas Kataria**
**Chairman and Managing Director**
**DIN 02855136**

**Place:** Ratlam
**Date:**July 23, 2018

**Notes for Shareholders for AGM:**

1. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the special business under Item No. 4 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company.**

   A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

   The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before August 29, 2018, 3:00 p.m.). A proxy form for the AGM is enclosed. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

   During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
3. Members/Proxies should bring their Attendance slip duly signed and completed for attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. In case of joint holders attending the meeting together, only holder whose name appearing first will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 14, 2018 to Friday, September 21, 2018 (both days inclusive) and same will be re-opened from Monday, September 24, 2018 onwards.
7. The route map showing directions to reach the venue of the 1st AGM is provided at the end of this Notice.
8. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.dpjewellers.com.
9. The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2017-18. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.

Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
12. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
13. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members, the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
14. All documents specifically referred to in this Notice are opened for inspection at the registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
15. The relevant details, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking appointment or re-appointment as Director under Item Nos. 2& 4 of the Notice are provided hereunder;

| **Name of Director** | Mr. Vikas Kataria | Mr. Sanskar Kothari |
|---|---|---|
| **Date of Birth** | January 10, 1976 | |
| **Date of Appointment at current term and designation** | Originally appointed as Director w.e.f. May 02, 2017. Re-designated as Managing Director in EGM dated June 20, 2017 for a period of 5 years w.e.f June 10, 2017. Further, re-designated as Chairman and Managing Director in Board Meeting dated July 11, 2017 w.e.f. July 11, 2017. | Appointed as Additional (Non-Executive Independent) Director of the Company w.e.f. July 16, 2018. |
| **Qualifications** | Master of International Business | Master of Business Administration in Finance<br>Diploma in Computer Programming<br>Diploma in Tax Laws<br>Bachelor of Commerce |
| **Expertise in Specific Functional Areas** | He holds degree of Master of International Business from Devi Ahilya Vishwavidyalaya, Indore. He has acquired business skills of jewellery industry from his forefathers. He is the youngest son of Mr. Ratan Lal Kataria, who was a partner in the firm D.P. Jewellers since 2003. He has 10 years of work experience in jewellery industry. He is actively engaged in managing the company since his appointment as Director and is responsible for the expansion and overall management of the business of our Company. | Mr. Sanskar Kothari has done his graduation B. Com from Ratlam, Diploma in Tax Laws from Bombay University and Diploma In Computer Programming from NIIT Bombay. He is also holding Master degree of Business Administration in Finance. He initially joined his parental business of transformer manufacturing on in the year 1992 and started second unit of transformers in 1996. He had also started Aluminium wire / strip unit in 1999 and were one of the biggest manufacturers of distribution transformers from |

| | | |
|---|---|---|
| | | 2001 to 2012. |
| **List of Public Limited Companies in which Directorships held** | Nil | Nil |
| **Chairman / Member of the Committees* of the Board of Directors of the Public Company** | Members – 2 Committee<br>Chairman – Nil | Chairman – 2 Committee<br>Members – Nil |
| **Inter-se relationship with other Directors^** | He is a brother of Mr. Santosh Kataria. | No Relation exist with any other Director. |

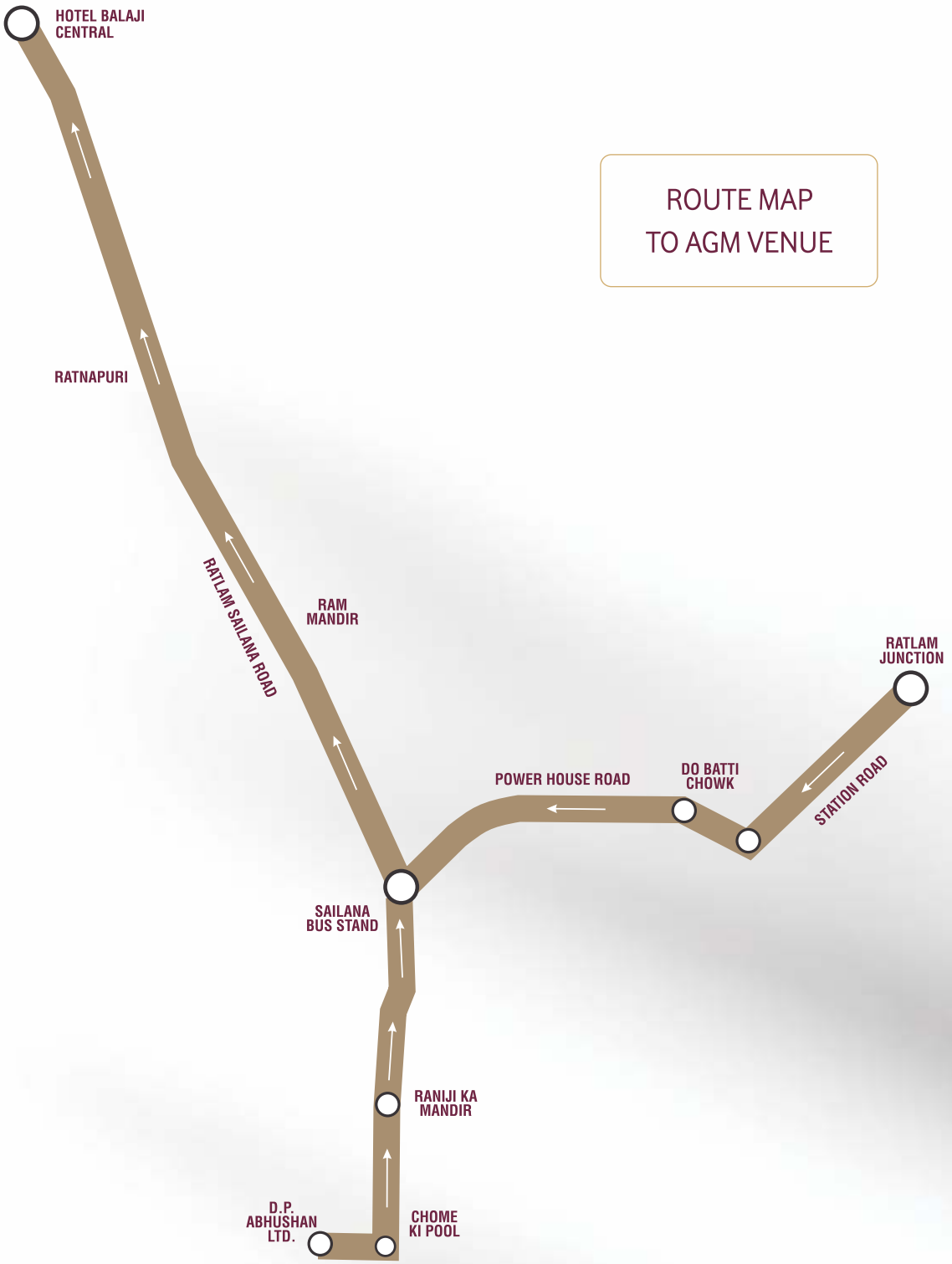
*Committee includes the Audit Committee and Stakeholders' Grievance Committee

^ in accordance with SEBI (ICDR) Regulations, 2009 and the Companies Act, 2013

**Specific Attention of the Members is drawn to the followings:**

1. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long period of time. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
2. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents to provide efficient and better services.
3. 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 electronic form are, therefore, requested to submit the 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 BSPL.
4. As per the provisions of Section 72 of the Act, the facility for making nomination/nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The Nomination Form can be obtained from the BSPL. Members holding shares in physical form may submit the same to BSPL. Members holding shares in electronic form may submit the same to their respective depository participant.
5. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request every member to update their email address with concerned Depository Participant and BSPL to enable us to send you the communications via email.

# ROUTE MAP TO AGM VENUE



**EXPLANATORY STATEMENT**

(pursuant to Section 102 (1) of the Companies Act, 2013 and Secretary Standard 2 on General Meetings)

**Item No. 4 - Appointment of Mr. Sanskar Kothari (DIN 06779404) as Non-Executive Independent Director of the Company:**

The Board of Directors, at its meeting held on July 16, 2018,appointed Mr. Sanskar Kothari (DIN 06779404)as an Additional (Non-Executive Independent) Director of the Companywith effect from July 16, 2018, pursuant to Section 161 ofthe Companies Act, 2013, read with Article 102 of the Articles ofAssociation of the Company.

Pursuant to the provisions of Section 161 of the Companies Act,2013, Mr. Sanskar Kothari (DIN 06779404)will hold office up to the date of the ensuingAGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, froma member, along with a deposit of ` 1,00,000/- proposing the candidature of Mr. Sanskar Kothari (DIN 06779404)for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of theCompanies Act, 2013.

The Company has received from Mr. Sanskar Kothari (DIN 06779404) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies(Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualificationof Directors) Rules, 2014, to the effect that he is not disqualifiedunder Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria ofindependence as provided in Sub-section (6) of Section 149 of theCompanies Act, 2013.

The resolution seeking the approval of members for the appointment of Mr. Sanskar Kothari (DIN 06779404)as Non-Executive Independent Director of the Company fora period up to July 15, 2023 pursuant to Section 149 and otherapplicable provisions of the Companies Act, 2013 and the Rulesmade thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Mr. Sanskar Kothari (DIN 06779404), the Independent Directorproposed to be appointed, fulfills the conditions specified in theCompanies Act, 2013 and the Rules made thereunder and he isindependent of the Management. A copy of the draft letter for theappointment of Mr. Sanskar Kothari (DIN 06779404)as Non-Executive Independent Director settingout the terms and conditions is available for inspection without any fee by the members at the Company's registered office duringnormal business hours on working days up to the date of the AGM.

No director, key managerial personnel or their relatives, except Mr. Sanskar Kothari (DIN 06779404), to whom the resolution relates, are interested orconcerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 forthe approval of the members.

**Registered office:**
138,Chandani Chowk, Ratlam, Madhya Pradesh-457001

By order of the Board of Directors
For, **D. P. ABHUSHAN LIMITED**

**Vikas Kataria**
**Chairman and Managing Director**
**DIN 02855136**

**Place:** Ratlam
**Date:** July 23, 2018

# D.P. ABHUSHAN LTD.

CIN No. U74999MP2017PLCO43234

**Date:** August 27, 2018

**To,**
**National Stock Exchange of India Limited,**
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Respected Sir / Ma'am,

**Sub: Corrigendum to the Notice of 1st Annual General Meeting**
**Ref: D. P. ABHUSHAN LIMITED (SYMBOL: DPABHUSHAN)**

With reference to the above, we draw attention of all the members and shareholders of the company to the notice dated 25th August, 2018, convening the Annual General Meeting of the Company scheduled to be held on Saturday, 22nd September, 2018 at 04.00 PM at Hotel Balaji Central, Opposite GTB Academy School, Sailana / Banswara Road, Ratlam – 457001, Madhya Pradesh.

The corrigendum is being sent by Email and also being dispatched by post/courier (to those shareholders, whose email ids are not registered with the company) to all the members and shareholders to whom the notice of AGM is to be sent. The said corrigendum and revised proxy form and attendance slip to the AGM Notice is attached herewith for your reference and is also available on the website of the Company at www.dpjewellers.com .

Kindly take the same on your record and oblige us.

For, **D. P. ABHUSHAN LIMITED**

D. P. ABHUSHAN LTD.

**Vikas Kataria**
**Managing Director**
**DIN: 02855136**

**Encl: As above**

**Corrigendum to the notice of 1st Annual General Meeting of the Company**

**All the members and shareholders of D. P. Abhushan Limited are hereby informed that in the notice of annual general meeting of the company which is mentioned in the annual report , the date of annual general meeting was mistakenly written as Friday, 21st September, 2018 in place of Saturday, 22nd September, 2018. Therefore we draw your attention on following details:**

| Particulars | Mistakenly wrong details entered into Annual Report | Corrected details of Annual Report |
|---|---|---|
| Day and Date of Annual General Meeting wherever appeared in the Annual Report | September 21, 2018 | September 22, 2018 |
| Book Closure Dates | The Register of Members and Share Transfer Books of the Company will be closed from Friday, September 14, 2018 to Friday, September 21, 2018 (Both days inclusive) and same will be reopened from Monday, September 24, 2018 onwards. | The Register of Members and Share Transfer Books of the Company will be closed from Saturday, September 15, 2018 to Saturday, September 22, 2018 (Both days inclusive) and same will be reopened from Monday, September 24, 2018 onwards. |
| Last date of sending proxy form | On or before September 19, 2018 at 04.00 P.M. | On or before September 20, 2018 at 04.00 P.M. |

**Kindly note that this corrigendum to the notice is sent by email and also dispatched by post/courier (**to those shareholders, whose email ids are not registered with the company) to all the members and shareholders to whom the notice of AGM is to be sent, to the stock exchange where the company's equity shares are listed as well as other persons entitled to receive such notice pursuant to the provision of Section 101 of the Companies Act, 2013.

Revised attendance and proxy form are attached with this corrigendum.

**On and from the date hereof, the AGM Notice shall always be read in conjunction with this corrigendum ("Corrigendum") which is also being published in the newspaper in the English and the Hindi language editions respectively as well as being uploaded on the website of the Company at www.dpjewellers.com.**

**All other contents of the AGM Notice, save and except as amended by this Corrigendum, shall remain unchanged.**

**D. P. ABHUSHAN LIMITED**

**CIN:** U74999MP2017PLC043234
**Regd. Off:** 138 Chandani Chowk, Ratlam – 457001, Madhya Pradesh, India
**Phone:** +91-7412- 490966;**E-mail:**dpj@dpjwellers.com;**Web:** www.dpjewllwers.com

**ATTENDANCE SLIP**

| | |
|---|---|
| Regd. Folio No./DP Id No.*/Client Id No.*<br>(*Applicable for investor holding shares in electronic form.) | |
| No. of Shares held | |
| Name and Address of the First Shareholder<br>(IN BLOCK LETTERS) | |
| Name of the Joint holder (if any) | |

I/we hereby record my/our presence at the 1st Annual General Meeting of D.P. Abhushan Limited held on September 22, 2018 at 04.00 p.m. at Hotel Balaji Central, Opposite GTB Academy School, Sailana / Banswara Road, Ratlam – 457001, Madhya Pradesh.

_____ _____

**Member's/Proxy's Name in Block Letters** **Member's/Proxy's Signature**

***Notes:*** Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

----------Please tear here----------

**PROXY FORM**

(Form No. MGT-11 - *Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)*

| | |
|---|---|
| Name of the member(s) | |
| Registered Address | |
| E-mail Id | |
| Folio No/Client 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: _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the1st Annual General Meeting of D.P. Abhushan Limited held on September 22, 2018 at 04.00 p.m. at Hotel Balaji Central, Opposite GTB Academy School, Sailana / Banswara Road, Ratlam – 457001, Madhya Pradesh and/or any adjournment thereof in respect of such resolutions as are indicated below:

| **Resolution No.** | **Resolution** | **Vote (Optional see Note 2) (Please mention no. of shares** | | |
|---|---|---|---|---|
| *Ordinary businesses* | | **For** | **Against** | **Abstain** |
| 1. | To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2018 and the reports of the Directors' and the Auditors' thereon. | | | |
| 2. | To appoint a Director in place of Mr. Vikas Kataria (DIN 02855136), who retires by rotation and being eligible, seeks re-appointment. | | | |
| 3. | Appointment of Statutory Auditors and fix their remuneration. | | | |
| *Special business* | | | | |
| 4. | Appointment of Mr. Sanskar Kothari (DIN 06779404) as Non-Executive Independent Director of the Company | | | |

Signed this.....day of.....2018

Affix Revenue Stamp of not less than Rs. 1

_____ _____

**Signature of shareholder** **Signature of Proxy holder(s)**

**Note:**

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 20, 2018 at 04:00 p.m.)
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.