



CZ GOLD JEWELS
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Date: 25.04.2025

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051

Subject: Notice of Extra-Ordinary General Meeting

Ref : Outcome of Board Meeting Held on 23rd April, 2025.

Dear Sir,

We would like to inform you that, the Extra-Ordinary General Meeting (EOGM) of the Members of Utssav CZ Gold Jewels Limited will be held on Monday, the 19th of May, 2025 at 11.00 AM through physical mode at the Registered Office of the Company situated at 2nd Floor, Hitech Plaza, Giriraj Indl Estate, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093.

The Company as required under Regulation 44 of SEBI (LODR) Regulations, 2015, is providing electronic voting (e-voting) facility to the members through electronic voting platform of NSDL. Members holding share either in physical or demat mode as on the cut-off date, i.e. 17th April, 2025 may cast their votes electronically on the businesses set out in the Notice of Extra Ordinary General Meeting. The e-voting shall commence 15th MAY, 2025 at 9.00 A.M and ends on 18th May, 2025 at 5:00 P.M.

The copy of Notice of Extra-Ordinary General Meeting attached herewith.

The above is for your information & record.

Thanking You,

Yours truly,

For Utssav CZ Gold Jewels Limited


Shashank Bhawarlal Jagawat
Whole Time Director



DIN: 01824609

**Shashank
Bhawarlal
Jagawat**

Digitally signed by
Shashank Bhawarlal
Jagawat
Date: 2025.04.25
18:09:30 +05'30'

Utssav CZ Gold Jewels Ltd.

Registered Office : F-2, 4th Floor, Pinnacle Business Park, Off Mahakali Caves Road, Andheri (E), Mumbai - 400093.

Factory : 2nd Floor, Hi-Tech Plaza, Plot No.4 & 5, Near Giriraj Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai - 400093.

Tel.: 022 49740151 • E-mail: accounts@utssavjewels.com • Website: www.utssavjewels.com

CIN : L36911MH2007PLC175758



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NOTICE OF EXTRA ORDINARY GENERAL MEETING OF UTSSAV CZ GOLD JEWELS LIMITED

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF UTSSAV CZ GOLD JEWELS LIMITED WILL BE HELD ON MONDAY, THE 19TH DAY OF MAY, 2025 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 2ND FLOOR, HITECH PLAZA, GIRIRAJ INDL ESTATE MAHAKALI CAVES ROAD, ANDHERI (EAST), MUMBAI CITY, MUMBAI, MAHARASHTRA, INDIA, 400093 TO TRANSACT THE FOLLOWING BUSINESS: -

ITEM NO 1: INCREASE THE AUTHORISED CAPITAL OF THE COMPANY:

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

“RESOLVED THAT pursuant to Sections 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorized Share Capital of the Company from Rs. 24,90,00,000/- (Rupees Twenty-Four Crores Ninety Lakhs Only) divided into 2,49,00,000 (Rupees Two Crores Forty-Nine Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs.24,99,80,000 (Rupees Twenty-Four Crores Ninety nine lakhs eighty thousand Only) Divided into 2,49,98,000 (Two Crores forty nine lakhs ninety eight thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari passu in all respect with existing Equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 2: CHANGE THE CAPITAL CLAUSE (ALTERATION OF MEMORANDUM OF ASSOCIATION):

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

“RESOLVED THAT pursuant to Section 13, 61 and 64 of Companies act 2013 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, the consent of the members of the company be and is hereby accorded for substituting Clause V sub clause (III) of the Memorandum of Association with the following:

‘The Authorized Share Capital of the Company is Rs.24,99,80,000 (Rupees Twenty Four Crores Ninety nine lakhs eighty thousand Only) Divided into 2,49,98,000 (Two Crores forty nine lakhs ninety eight thousand) Equity Shares of Rs. 10/- (Rupees Ten only) each.’

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RESOLVED FURTHER THAT for the purpose of giving effect to the above, Executive Directors and Company Secretary of the Company, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

ITEM NO. 3 - ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE MEMBERS BELONGING TO PROMOTER / PROMOTER GROUP AND OTHERS.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and in accordance with the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time, the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended, the Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”) and all such other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, up to 11,80,000 (Eleven Lakhs Eighty Thousand only) Convertible Warrants (the “Warrants”) on a preferential basis to the promoters/promoter group and others i.e. persons/entities not forming part of the promoter and promoter group (“Warrant Holder(s)”/“Proposed Allottee(s)”, as mentioned in the statement setting out material facts, entitling the Warrant Holder(s) to apply for and get allotted one Equity Share of the face value of Rs. 10/- each (Rupees Ten only) fully paid-up against each Warrant within a period of 18 (eighteen) months from the date of allotment of Warrants, in such manner and at Rs.222/- (Rupees Two Hundred and Twenty Two Only) arrived at in accordance with the SEBI (ICDR) Regulations and upon such terms and conditions as maybe deemed appropriate by the Board in accordance with the provisions of SEBI (ICDR) Regulations (including Chapter V thereof) or other applicable laws in this respect. The details in relation to the Warrant Holders are mentioned herein below.

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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
1	Pankajkumar Hastimal Jagawat	Promoter	NA	8,50,000
2	Paresh Trikamlal Shah	Non-Promoter	NA	3,30,000
	Total			11,80,000

RESOLVED FURTHER THAT the resultant Equity Shares to be allotted on conversion of the Warrants in terms of this resolution shall rank Pari passu in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.

RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms and conditions:

- i. The "relevant date" for the purpose of determining the minimum price of the Warrants under the SEBI (ICDR) Regulations is 17th April, 2025, being the immediate working date 30 (thirty) days prior to the date of passing of this Resolution by the Members of the Company. (The 30th day prior to the EGM is 20th April 2025, which falls on a Sunday, 19th April, 2025 is Saturday and 18th April, 2025 is a public holiday of Good Friday. Therefore, the relevant date is set as 17th April 2025, the immediate working day prior to holiday.)
- ii. The price of each equity share to be issued in lieu of the Warrants will be calculated in accordance with the provisions of Regulation 164 of Chapter V of the SEBI (ICDR) Regulations on the basis of the relevant date.
- iii. In accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, 25% (Twenty five percent) of the consideration payable against the Warrants, shall be paid by the warrant holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e., 75% (Seventy five percent) shall be paid at the time of allotment of Equity Shares pursuant to exercise of option of conversion against each such Warrant.
- iv. The tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants.

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- v. The warrant holder(s) shall be entitled to exercise the option of conversion of any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the warrant holder(s).
- vi. If the entitlement against the Warrants to apply for the Equity Shares is not exercised within the aforesaid period of 18 (eighteen) months, the entitlement of the warrant holder(s) to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid on such Warrants shall stand forfeited.
- vii. In the event that the Company completes any form of capital restructuring prior to the conversion of the Warrants, then, the number of Equity Shares that each Warrant converts into and the price payable for such Equity Shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, Warrant Holder: a) receives such number of Equity Shares that Warrant Holder would have been entitled to receive; and b) pays such consideration for such Equity Shares to the Company which Warrant Holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring;
- viii. Upon exercise by warrant holder the option of conversion of any or all of the warrants, the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s), evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of Warrant Holder(s) in the records of the Company (including in the Register of Members of the Company) as the registered owner of such Equity Shares;
- ix. The warrants by itself until exercise of conversion option and Equity Shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company;
- x. The warrants and equity shares allotted pursuant to conversion of such warrants shall be subject to lock-in as stipulated under the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Warrants Holders within a period of 15(fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15(fifteen)days from the date of such approval.

RESOLVED FURTHER THAT the Board of Directors do hereby authorised to avail extension of the conversion of warrants into shares from SEBI and other authorities as applicable.

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RESOLVED FURTHER THAT for the purpose of giving effect to above resolution, any one of the Directors and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchange and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any duly constituted and authorized Committee of Directors or any one or more Directors/officials of the Company to give effect to this Resolution."

By Order of the Board of Directors
For Utssav CZ Gold Jewels Limited




Shashank Bhawarlal Jagawat
Whole Time Director
DIN: 01824609

Date: 25/04/2025

Place: Mumbai

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NOTES:

1. Statement pursuant to Section 102 of the Act forms a part of this Notice. The Board of Directors, at their meeting held on 23rd APRIL, 2025 has decided that the special business set out under item nos. 1,2 & 3 be transacted at EOGM of the Company.

2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member

3. A proxy form is enclosed. Proxies to be effective must be received at the registered office of the company not less than 48 hours before the meeting.

4. A person can act as proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than Ten percent of the total share capital of the company. the instrument of proxy in order to be effective, should be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting. a proxy form is sent herewith. proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.

5. A Corporate member(s) intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 ("Act") authorising their representatives to attend and vote on their behalf at the meeting

6. 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. Periodic statement of holdings should be obtained from the concerned depository participant and holdings should be verified

7. 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 the company.

8. Details under the applicable provisions of SEBI Listing Regulations with the stock exchange in respect of the directors seeking appointment at the Extra Ordinary General Meeting, forms an integral part of the notice.

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9 Notice of Extra-Ordinary General Meeting is being sent to all the members whose email ids are registered with the company/ depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of Notice of Extra-Ordinary General Meeting is being sent in the permitted mode.

10. The copy of the Notice of Extra-Ordinary General Meeting of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email ids are registered with the company/depository participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of Extra-Ordinary General Meeting of the company inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

11. The Securities 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 the Company's Registrar and Share Transfer Agents, Bigshare Services Private Limited Services Private Limited, Office No S6-2, 6th, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Rd, Andheri East, Mumbai, Maharashtra 400093 for share transfer process.

12. The route map to the venue of the meeting is furnished herewith and forms part of the Notice.

13. Members are requested to handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on 15th May,2025 at 9.00 A.M. and ends on 18th May,2025 at 5.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 9th May,2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare Services Private Limited for voting thereafter.

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- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

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1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE SERVICES PRIVATE LIMITED SERVICES PRIVATE LIMITED the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE SERVICES PRIVATE LIMITED SERVICES PRIVATE LIMITED, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin 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. Click on Bigshare Services Private Limited and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE SERVICES PRIVATE LIMITED and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 name BIGSHARE SERVICES PRIVATE LIMITED and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period.
<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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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. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.Bigshare Services Private Limitedonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account** should enter **16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account** should enter **8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form** should enter **Event No + Folio Number** registered with the Company as user id.

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Tel.: 022 49740151 • E-mail: accounts@utssavjewels.com • Website: www.utssavjewels.com

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Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.
NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.Bigshare Services Private Limitedonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare Services Private Limited E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

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3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.Bigshare Services Private Limitedonline.com>
- Click on “**REGISTER**” under “**CUSTODIAN LOGIN**”, to register yourself on Bigshare Services Private Limited i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with “**User id and password will be sent via email on your registered email id**”.
- **NOTE:** If Custodian have registered on to e-Voting system of <https://ivote.Bigshare Services Private Limitedonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**CUSTODIAN LOGIN**’ tab and further Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare Services Private Limited E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.
- **Note:** The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)
- Your investor is now mapped and you can check the file status on display.

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Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.Bigshare Services Private Limitedonline.com , under download section or you can email us to ivote@Bigshare Services Private Limitedonline.com or call us at: 1800 22 54 22.

By Order of the Board of Directors
For Utssav CZ Gold Jewels Limited




Shashank Bhawarlal Jagawat
Whole Time Director
DIN: 01824609

Date: 25/04/2025

Place: Mumbai

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2 - INCREASE THE AUTHORISED CAPITAL OF THE COMPANY AND CHANGE THE CAPITAL CLAUSE BY ALTERATION OF MEMORANDUM OF ASSOCIATION:

The present Authorised Share Capital of the Company is Rs. 24,90,00,000/- (Rupees Twenty-Four Crores Ninety Lakhs Only) divided into 2,49,00,000 (Rupees Two Crores Forty Nine Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each.

Considering the increased fund requirements of the Company, the Board at its Meeting held on 23rd April, 2025, had accorded its approval for increasing the Authorised Share Capital to Rs. 24,99,80,000 (Rupees Twenty Four Crores Ninety nine lakhs eighty thousand Only) Divided into 2,49,98,000 (Two Crores forty nine lakhs ninety eight thousand) Equity Shares of Rs. 10/- (Rupees Ten only), subject to shareholders, approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from 24,90,00,000/- (Rupees Twenty-Four Crores Ninety Lakhs Only) to Rs.24,99,80,000 (Rupees Twenty Four Crores Ninety nine lakhs eighty thousand Only) by creation of 98000 (Ninety Eight Thousand only) additional equity share of Rs.10/- each (Rupees Ten only), ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V sub clause (III) of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

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

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

ITEM NO. 3 - ISSUE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS TO THE MEMBERS BELONGING TO PROMOTER / PROMOTER GROUP AND OTHERS.

The Board of Directors of the Company at its meeting held on 23rd April, 2025 had approved issue of convertible warrants by way of preferential issue to the following promoters/promoter group and others, subject to approval of members of the Company:

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Sr No.	Name of the proposed Allottees	Category	Ultimate Beneficial Owner	No. of Warrants to be allotted
1	Pankajkumar Hastimal Jagawat	Promoter	NA	8,50,000
2	Paresh Trikamlal Shah	Non-Promoter	NA	3,30,000
	Total			11,80,000

The allotment of the Warrants is subject to the proposed allottees not having sold any Equity Shares of the Company during the 90 trading days preceding the 'relevant date'. The proposed allottees have represented that they have not sold any equity shares of the Company during the 90 trading days preceding the relevant date.

The relevant disclosures as required in terms of the Act and Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("SEBI (ICDR) Regulations") are as under:

a) Object(s) of the issue through preferential issue:

The proceeds from the preferential issue will be utilized to augment the funding needs of the Company including working capital requirements.

b) Number of warrants to be issued:

It is proposed to issue of 11,80,000 (Eleven Lakhs Eighty Thousand only) warrants convertible into 11,80,000 (Eleven Lakhs Eighty Thousand only) equity shares of Rs. 10/- each (Rupees Ten only) on preferential basis, to other i.e. entities not forming part of the promoter and promoter group.

c) Intent of the Promoters / Directors / Key Management Persons of the Company to subscribe to the preferential issue:

The preferential issue of the Warrants is being made to the Promoters and relatives of Promoters as specified above along with other entities (i.e., entities not forming part of the promoter and promoter group).

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d) Shareholding Pattern of the Company before and after the Preferential Issue:

The shareholding pattern before and after the Preferential Issue offer would be as under:

Category	Pre-issue Shareholding As on relevant date (17.04.2025)		Post issue of equity shares after issue of equity shares under the proposed preferential issue #	
	Total No. of Shares	% Of Shareholding	Total No. of Shares	% Of Shareholding
I) Shareholding of Promoter and Promoter Group				
Individual/Hindu Undivided Family				
Pankajkumar Hastimal Jagawat	1,42,10,600	59.66	1,50,60,600	60.25
Rakesh Shantilal Jagawat	40,000	0.17	40,000	0.16
Shashank Bhawarlal Jagawat	20,000	0.08	20,000	0.08
Suman Pankajkumar Jagawat	7,00,000	2.94	7,00,000	2.80
Nilesh Shantilal Jagawat	40,000	0.17	40,000	0.16
Veena Sanjay Jain	10,000	0.04	10,000	0.04
Bhawarlal Hastimal Jain	7,00,000	2.94	7,00,000	2.80
Dineshkumar Hastimal Jagawat	25,000	0.10	25,000	0.10
Manjula Gheeulal Kothari	10,000	0.04	10,000	0.04
Krish Pankaj Jagawat	5,40,000	2.27	5,40,000	2.16
Mir Pankaj Jagawat	5,00,000	2.10	5,00,000	2.00

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Total Shareholding Of Promoter And Promoter Group (I)	1,67,95,600	70.52	1,76,45,600	70.59
II A) Institutions				
Mutual Fund	-	-	-	-
Venture Capital Funds	-	-	-	-
Alternate Investment Funds	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-
Foreign Portfolio Investor	3,20,400	1.35	3,20,400	1.28
Financial Institutions / Banks	-	-	-	-
Insurance Companies	-	-	-	-
Provident Funds/ Pension Funds	-	-	-	-
Central Government/ State Government(s)/ President of India	-	-	-	-
Sub Total II (A)	3,20,400	1.35	3,20,400	1.28
B) Non-Institutions				
Investor Education and Protection Fund (IEPF)	-	-	-	-
Individuals share capital up to Rs. 2 Lacs	35,42,200	14.87	35,42,200	14.17
Individuals share capital excess of Rs. 2 Lacs	18,69,200	7.85	18,69,200	7.48
NBFCs registered with RBI	-	-	-	-
Employee Trusts	-	-	-	-

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Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-
Any Other (specify)	-	-	-	-
Trusts	1,200	0.01	1,200	0.00
Firms	-	-	-	-
Hindu Undivided Family	2,37,600	1.00	2,37,600	0.95
Non-Resident Indians	2,34,600	0.98	5,64,600	2.26
Clearing Member	4,24,800	1.78	4,24,800	1.70
Bodies Corporate	3,92,400	1.65	3,92,400	1.57
Sub Total II (B)	67,02,000	28.14	70,32,000	28.13
Total Public Shareholding (A+B) II	70,22,400	29.48	73,52,400	29.41
Total Shareholding (I+ II)	2,38,18,000	100.00	2,49,98,000	100.00

#Assuming exercising conversion of all the Warrants by the proposed allottees.

e) The time within which the preferential allotment shall be completed:

The warrants shall be allotted within a period of 15 (fifteen) days from the date of passing of the Resolution by the Shareholders of the Company provided where the allotment is pending on account of any approval from any regulatory authority / Central Government the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval.

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f) Identity of the natural person(s) who are the ultimate beneficial owner(s) of the shares proposed to be allotted and/or who ultimately control the proposed allottee(s): The Details of ultimate beneficial owners has given in the notice wherever required.

g) The percentage of post-preferential issued capital that may be held by the said allottee(s) and change in control, if any, in the Company consequent to the preferential issue:

Sr. No.	Name Of the Proposed Allottees	Category (Promoter/Non-Promoter)	Ultimate Beneficial Owner	Pre-Issue Shareholding as on (17.04.2025)		No. Of Convertible Warrants to Be Allotted	Post Issue Shareholding (Post Exercising Of Conversion)	
				NO. OF SHARES	%		NO. OF SHARES	%
1	Pankajkumar Hastimal Jagawat	Promoter	NA	1,42,10,600	59.66	8,50,000	1,50,60,600	60.25
2	Paresh Trikamlal Shah	Non Promoter	NA	0	0.00	3,30,000	3,30,000	1.32
	Total			1,42,10,600	59.66	11,80,000	1,53,90,600	61.57

#Assuming exercising conversion of all the Warrants by the proposed allottees.

The proposed preferential allotment will not result in any change in management control of the Company.

h) Pricing of the preferential issue:

In terms of SEBI ICDR Regulations, the Relevant Date has been reckoned as 17th April, 2025 for the purpose of computation of issue price of the said Equity Shares.

The Equity Shares of the Company are listed on NSE Limited ("NSE") and are frequently traded there at. Accordingly, the minimum issue price will be calculated in terms of the pricing formula prescribed under Regulation 164 of SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to (Two hundred and Twenty One Rupees and Fourteen Paise only) per Equity Share, being higher of the following:

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- a. the 90 trading days' volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the Relevant Date, i.e., Rs. 221.14 (Two hundred and Twenty One Rupees and Fourteen Paisa only) per Equity Share; and
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the Relevant Date i.e., Rs. 220.05 (Two hundred and Twenty Rupees and Five Paisa only) per Equity Share.
- c. the Articles of Association of the company does not provide any other method of determination of the Price which results in a floor price higher than that determined under ICDR Regulations, 2018.

The pricing of the Equity Shares to be allotted on preferential basis is INR. 222.00/- (Two hundred and Twenty Two only), which is higher than the above-mentioned price.

The issue price at which the offer or invitation is made is arrived at on the basis of Valuation Report issued by Priyanka Giriraj Singhi, Registered Valuer (Registration No: IBBI/RV/06/2021/14398).

Name and Address of Valuer who performed Valuation:

Priyanka Giriraj Singhi

Chartered Accountants

Address: A 203 Sai Green Vatika

Dattani Park

Thakur Village

Kandivali East Mumbai 400101

Membership No: 132377

Registration No: IBBI/RV/06/2021/14398

i) Relevant Date:

The Relevant Date for the purpose of pricing shall be Friday, 17th April, 2025.

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j) Certificate and Report:

a) **Auditors' Certificate:** The Certificate from the Statutory Auditors of the Company, certifying that the proposed preferential issue of Equity Shares is being made in accordance with the requirements contained in Chapter V of the SEBI (ICDR) Regulations shall be available on the Company's Website <https://utssavjewels.com> and at the Registered Office of the Company.

b) **Certificate from Practicing Company Secretary :** The Certificate from the Practicing Company Secretary pursuant to Regulation 163(2) of the ICDR Regulations, 2018 certifying that issue is being made in compliance with the requirements of the ICDR Regulations, 2018 shall be available on the Company's Website <https://utssavjewels.com> and at the Registered Office of the Company.

c) **Report of a registered valuer:** The Company has obtained a valuation report from RV Priyanka Giriraj Singhi I am independent registered valuer (registration no. IBBI/RV/06/2021/14398) and the minimum price for the preferential issue determined by such independent registered valuer is Rs.175.58/- in accordance our price is 222 with Regulation 166A of the SEBI ICDR Regulations. The same is also available on the website of the company at Website <https://utssavjewels.com> and at the Registered Office of the Company.

k) Lock in Period:

The Warrants allotted on a preferential basis and the Equity Shares to be allotted pursuant to exercise of option attached to Warrants shall be subject to lock-in as per SEBI (ICDR) Regulations.

As per Regulation 167(6) of the SEBI (ICDR) Regulations, the entire pre-preferential shareholding of the above proposed allottee(s), if any, shall be locked-in from the Relevant Date up to the period of 90 Trading days from the date of allotment of warrant.

l) The time within which the preferential issue shall be completed:

As required under the SEBI (ICDR) Regulations, the allotment of the Warrants on preferential basis will be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the Shareholders of the Company. Provided that where any approval or permission by any regulatory or statutory authority for allotment is pending, the allotment of the Warrants shall be completed within 15 (fifteen) days from the date of receipt of such approval or permission.

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m) Undertakings

In terms of SEBI (ICDR) Regulations, the Company hereby undertakes that:

- i. It shall re-compute the price of the Warrants / Equity Shares issued on conversion of Warrants in terms of the provisions of SEBI (ICDR) Regulations, where it is required to do so.
- ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the underlying Warrants / Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottees.
- iii. None of the Company, its Directors or Promoters are categorized as a willful defaulter or a fraudulent borrower. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- iv. None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- v. The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- vi. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.
- vii. The Company shall re-compute the price of the relevant securities to be allotted under the preferential issue in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price (if required) is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the proposed allottee.
- viii. As per Reg 163(1)(j) of SEBI ICDR 2018 The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter is unchanged.

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n) Principal terms of assets charged as securities: Not Applicable

The Board recommends the resolution as set out above for approval of the shareholders as a Special Resolution.



By Order of the Board of Directors
For Utssav CZ Gold Jewels Limited

Shashank Bhawarlal Jagawat
Whole Time Director
DIN: 01824609

Date: 25/04/2025
Place: Mumbai

Utssav CZ Gold Jewels Ltd.

Registered Office : F-2, 4th Floor, Pinnacle Business Park, Off Mahakali Caves Road, Andheri (E), Mumbai - 400093.

Factory : 2nd Floor, Hi-Tech Plaza, Plot No.4 & 5, Near Giriraj Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai - 400093.

Tel.: 022 49740151 • E-mail: accounts@utssavjewels.com • Website: www.utssavjewels.com

CIN : L36911MH2007PLC175758

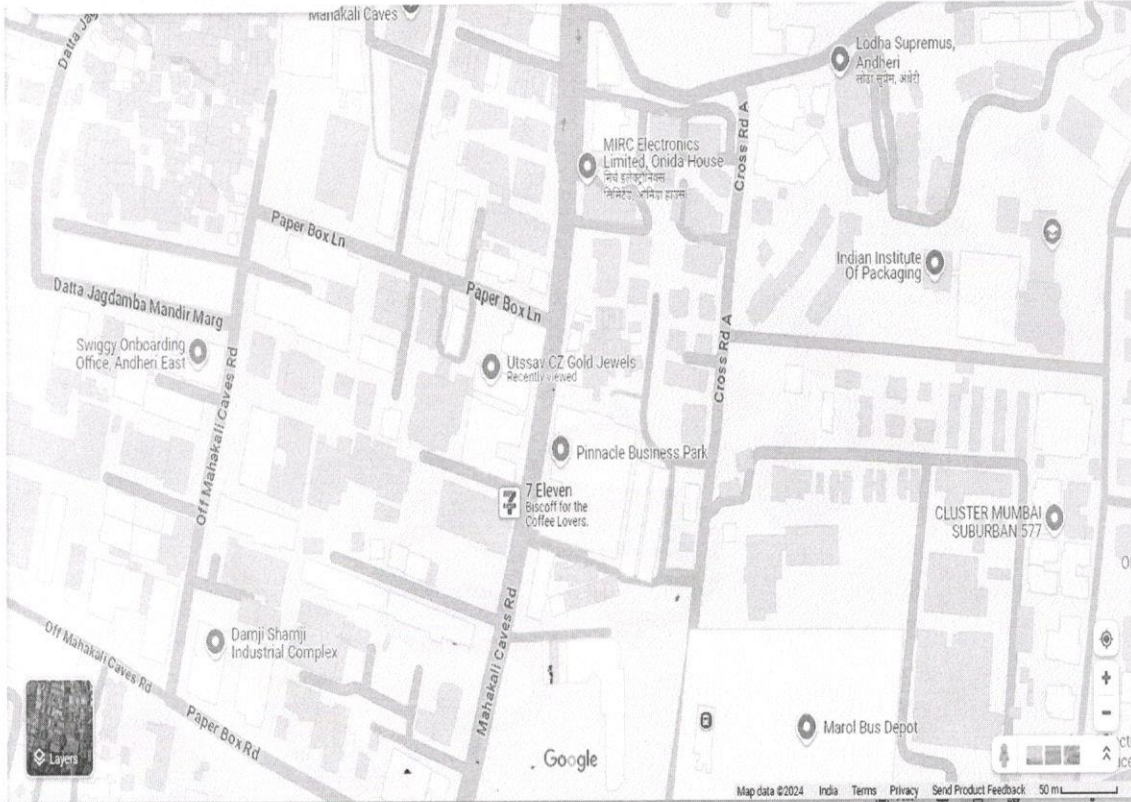


CZ GOLD JEWELS
Celebrations Forever

ROUTE MAP OF VENUE OF EXTRA ORDINARY GENERAL MEETING

Venue: 2nd Floor, Hitech Plaza, Giriraj Indl Estate Mahakali Caves
Road, Andheri (East), Mumbai, Maharashtra, India,400093.

MAP:



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ATTENDANCE SLIP

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company held on Monday, 19th May 2025 at 11.00 A.M at 2nd Floor, Hitech Plaza, Giriraj Indl Estate, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093, and any adjournment thereof.

Name _____

Regd. Folio. No. _____ No. of Shares held _____

Client ID. No. _____ DP. ID. No. _____

Name of Proxy/Representative, if any _____

*Signature of the Shareholder(s)/Proxy/Representative

Note: Member/ Proxy attending the Meeting must fill-in this Attendance Slip and hand it over at the entrance of the venue of this Meeting.

**Strike out whichever is Not Applicable*

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Form No. MGT-11

Proxy form

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

CIN: L36911MH2007PLC175758

Name of the company: UTSSAV CZ GOLD JEWELS LIMITED

Registered office: 2nd Floor, Hitech Plaza, Giriraj Indl Estate, Mahakali Caves Road, Andheri (East), Mumbai, Maharashtra, 400093

Name of the Member(s)	
Address	
Email ID	
DP ID Client Id/ Folio No.	

I/We, being the member (s) of shares of the above-named company, hereby appoint following persons**

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 _____;

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Notes:

1. *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. A Proxy need not be a member of the Company.*
2. *In case of joint holders, the signature of any one holder will be sufficient, but the names of all joint holders should be stated.*
3. ****Attach additional Sheets for more persons**

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