D. P. Abhushan Limited
CIN: L74999MP2017PLC043234
Registered Office: 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh
Corporate Office: 2nd Floor, 1, Dwarkapuri, Gopal Gaushala Colony, Ratlam, Madhya Pradesh, India, 457001
Email: cs@dpjewellers.com; **Web:** www.dpjewellers.com; **Phone:** +91 7412 490 966 / 247 122

D.P. Jewellers
A BOND OF TRUST SINCE 1940
A VENTURE OF D.P. ABHUSHAN LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the Extra Ordinary General Meeting No. 01/2026-27 ("**EoGM**") of the Members of D. P. Abhushan Limited ("**Company**") will be held on Thursday, October 29, 2026 at 03:00 P.M. IST through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**") to transact the following businesses:

Special Businesses:

Item No. 1:

Issue of Equity Shares of the Company on a Preferential Basis:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions:**

"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 (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 to the extent consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("**FDI Policy**") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Ministry of Finance (Department of Economic Affairs) ("**MoF**"), Department for Promotion of Industry and Internal Trade, ("**DPIIT**") to the extent applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI (ICDR) Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the "**Stock Exchanges**") on which the Equity Shares of the Company having face value of ₹ 10.00 (Rupees Ten only) each ("**Equity Shares**") are listed and traded and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association ("**MoA**") and Articles of Association ("**AoA**") of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company ("**Members**") be and is hereby accorded to the Board to create, issue, offer and allot up to 8,66,434 (Eight Lakh Sixty-Six Thousand Four Hundred Thirty-Four) Fully Paid up Equity Shares of ₹ 10.00 (Rupees Ten only) each for cash at an issue price of ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) per Equity Share (including share premium of ₹ 1,420.00 (Rupees One Thousand Four Hundred Twenty Only) per Equity Share) ("**Preferential Allotment Price"**), which is not less than the floor price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, for an amount up to ₹ 1,23,90,00,620.00 (Rupees One Hundred Twenty-Three Crore Ninety Lakh Six Hundred Twenty Only) ("**Equity Consideration**"), to the below mentioned proposed allottees as per details mentioned herein below (hereinafter referred to as "**Proposed Allottee(s)**") by way of preferential issue ("**Preferential Issue**") in one or more tranches, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI (ICDR) Regulations and other applicable laws;

Sr. No.	Name of Proposed Allottees	Category of Allottees	Maximum No. of Equity Shares to be allotted	Aggregate Consideration (in ₹)
1.	Rathi Ramkumar Hiralal HUF	Non-Promoter	1,86,450	26,66,23,500.00
2.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	69,931	10,00,01,330.00
3.	Hem Growth Opportunities Fund (Scheme of Hem Alternative Investments Trust, Category III AIF)	Non-Promoter	69,931	10,00,01,330.00
4.	Jyotiprasad Taparia	Non-Promoter	46,620	6,66,66,600.00
5.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	46,600	6,66,38,000.00
6.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	36,131	5,16,67,330.00
7.	Shobha Businesses LLP	Non-Promoter	20,970	2,99,87,100.00
8.	Sanjay Popatlal Jain	Non-Promoter	19,580	2,79,99,400.00
9.	Bhavesh Natwarlal Shah	Non-Promoter	18,650	2,66,69,500.00
10.	Chatarlal Jankilal Shah HUF	Non-Promoter	13,980	1,99,91,400.00
11.	Hansaben Chatarlal Shah	Non-Promoter	13,980	1,99,91,400.00
12.	Preetiben Kanaiyalal Shah	Non-Promoter	13,980	1,99,91,400.00
13.	Arihant Futures and Commodities Limited	Non-Promoter	13,970	1,99,77,100.00
14.	Dharmanshu Bharat Shah	Non-Promoter	13,970	1,99,77,100.00
15.	Panna Resources Private Limited	Non-Promoter	13,970	1,99,77,100.00
16.	Punit Pirodia	Non-Promoter	13,970	1,99,77,100.00

Sr. No.	Name of Proposed Allottees	Category of Allottees	Maximum No. of Equity Shares to be allotted	Aggregate Consideration (in ₹)
17.	Ratlam Wires Private Limited	Non-Promoter	13,970	1,99,77,100.00
18.	SB Opportunities Fund II (Scheme of SB Growth Fund, Category II AIF)	Non-Promoter	13,289	1,90,03,270.00
19.	JVS Holdings LLP	Non-Promoter	10,500	1,50,15,000.00
20.	Dhavalkumar Natwarlal Shah	Non-Promoter	9,320	1,33,27,600.00
21.	Neelam Jain	Non-Promoter	9,320	1,33,27,600.00
22.	Aanjay Ageless AIF Fund (Scheme of Tattvam AIF Trust, Category III AIF)	Non-Promoter	8,625	1,23,33,750.00
23.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	8,625	1,23,33,750.00
24.	Setu Securities Private Limited	Non-Promoter	8,625	1,23,33,750.00
25.	Parag Ramsukh Rathi	Non-Promoter	7,900	1,12,97,000.00
26.	Amit Munot HUF	Non-Promoter	6,995	1,00,02,850.00
27.	Anjuli Kothari	Non-Promoter	6,995	1,00,02,850.00
28.	Ashok Kumar Chatar HUF	Non-Promoter	6,995	1,00,02,850.00
29.	Devesh Sumant Pendharkar (On Behalf of Vicco Trading Corporation, A Partnership Firm and Its Partners)	Non-Promoter	6,995	1,00,02,850.00
30.	Naresh Jain	Non-Promoter	6,995	1,00,02,850.00
31.	Rashmi Jain	Non-Promoter	6,995	1,00,02,850.00
32.	R & B Denims Limited (On Behalf of RB Industries, A Partnership Firm and Its Partners)	Non-Promoter	6,995	1,00,02,850.00
33.	Vedcroft Ventures Private Limited	Non-Promoter	6,995	1,00,02,850.00
34.	Vinit Munot (HUF)	Non-Promoter	6,995	1,00,02,850.00
35.	Vinod Kumar Lodha	Non-Promoter	6,995	1,00,02,850.00
36.	Tanvi Bansal	Non-Promoter	6,993	99,99,990.00
37.	Mayank Ghota	Promoter Group	6,990	99,95,700.00
38.	Seema Rajkumar Golecha	Non-Promoter	6,990	99,95,700.00
39.	Abhay Kumar Chordia	Non-Promoter	6,985	99,88,550.00
40.	Rishi Karnawat	Non-Promoter	6,985	99,88,550.00
41.	Siddharth Kothari (On Behalf of Pyramid Invesco, A Partnership Firm and Its Partners)	Non-Promoter	6,985	99,88,550.00
42.	Madhav Ashokkumar Nawal	Non-Promoter	6,980	99,81,400.00
43.	Prabhat Tekriwal (HUF)	Non-Promoter	6,292	89,97,560.00
44.	Anil Ranjeetmal Jain	Non-Promoter	4,200	60,06,000.00
45.	Deepak Gadia	Non-Promoter	4,200	60,06,000.00
46.	Rajesh Jagdish Rai Jain	Non-Promoter	4,190	59,91,700.00
47.	Dhruv Shreenarayan Agrawal (On Behalf of MG Overseas, A Partnership Firm and Its Partners)	Non-Promoter	3,497	50,00,710.00
48.	Sparsh Fabrics Private Limited	Non-Promoter	3,497	50,00,710.00
49.	Pravinkumar Devichand Jain	Non-Promoter	3,496	49,99,280.00
50.	Ruchita Sanket Jain	Non-Promoter	3,496	49,99,280.00
51.	Whass Esolutions Private Limited	Non-Promoter	3,490	49,90,700.00
52.	Amit Jain	Non-Promoter	3,480	49,76,400.00
53.	Ashish Kumbhat	Non-Promoter	3,480	49,76,400.00
54.	Priyanka Himanshu Jain (On Behalf Of H&A Ventures, A Partnership Firm and Its Partners)	Non-Promoter	1,401	20,03,430.00
		TOTAL	**8,66,434**	**1,23,90,00,620.00**

RESOLVED FURTHER THAT the relevant date for the purpose of determination of the floor price for the Preferential Issue is Tuesday, September 29, 2026 ("**Relevant Date**"), in accordance with Regulation 161 of the SEBI (ICDR) Regulations, which is the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the Preferential Issue i.e., Thursday, October 29, 2026;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolutions, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof;

RESOLVED FURTHER THAT the Equity Shares of the Company being offered, issued and allotted to the Proposed Allottees by way of the Preferential Issue shall inter alia be subject to the following terms and conditions, apart from others as prescribed under applicable law;

a) The Equity Shares to be offered, issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals;

b) The Equity Shares to be offered, issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations;

d) The pre-preferential allotment shareholding of the Proposed Allottees, as applicable, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations;

e) The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof;

f) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees;

g) The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this Preferential Issue be kept by the Company in a separate bank account; and

h) The Equity Shares shall be allotted in dematerialized form only within a maximum period of 15 days from the date of passing of this resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the names of the Proposed Allottees in the prescribed Form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and for the issue of invitation to subscribe to the Equity Shares and issue a private placement offer cum application letter in Form No. PAS- 4;

RESOLVED FURTHER THAT the Board and/or Committee be and is hereby authorised on behalf of the Company with the powers to issue and allot the Equity Shares from time to time, subject to applicable law and receipt of necessary regulatory permissions and approvals, as the case may be, and to do all acts, deeds, matters and things and also to execute such documents, writings, etc., and to make any applications or represent the Company before any governmental authorities, as they may, in their absolute discretion, deem necessary or desirable in the best interests of the Company without being required to seek any further consent or approval of the members of the Company, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, to give effect to the Preferential Issue, and in particular the Board and/or Committee may, without limitation:

(a) negotiate, modify, finalise, sign, execute, issue, stamp, deliver all deeds, documents, undertakings, agreements, papers, declarations, memorandum of understanding, certificates, consents, communications, affidavits, applications, letters, clarifications, responses, forms, writings and other documents as may be required, including (without limitation) the private placement offer letter in Form PAS-4, return of allotment etc., in connection with the Preferential Issue ("**Documents**") (including those Documents to be filed with the Appropriate Authorities or to be provided to any other person, if any and whether before or after execution of the Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Documents ("**Ancillary Documents**") as may be necessary or required for the aforesaid purpose, including to sign, stamp, submit, affix the seal of the Company where necessary, and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched under or in connection with the documents to which the Company is a party as well as to accept and execute any amendments to the Documents and the Ancillary Documents and further to do all such other acts, deeds, matters or things as the Committee may deem necessary or incidental in connection with the Preferential Issue, from time to time, and matters connected therewith;

(b) make applications, submit documents, undertakings or certificates, seek clarifications, respond to queries and questions, make representations and/or intimations, obtain approvals and seek exemptions from, where necessary, any Appropriate Authorities as may be required in connection with the Preferential Issue, including from the Stock Exchanges for obtaining in-principle approval for issuance of Equity Shares, and the listing and trading approvals for the Equity Shares, to deliver or arrange the delivery of necessary documentation to the Appropriate Authorities in connection with obtaining such approvals including without limitation, entering into listing agreements and affixing the seal of the Company where necessary and undertaking other activities as may be necessary for obtaining such approvals, and accept such conditions and modifications as may be prescribed or imposed by any Appropriate Authorities while granting such approvals, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications and/or amendments as may be required in the Documents and Ancillary Documents as applicable;

(c) do all such acts, deeds and things as may be required to dematerialise the Equity Shares to be allotted, and to liaise with, sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, Registrar and Transfer Agents and such other agencies, authorities or bodies as may be required in this connection and to authorise one or more officers of the Company to execute all or any of the aforementioned documents;

(d) appoint and/or take on record the appointment of various intermediaries including but not limited to legal advisors, bankers, monitoring agency, and any other agencies or persons or intermediaries in connection with the Preferential Issue, to negotiate, finalise, execute, and amend the terms of their appointment, including but not limited to the execution of all engagement/ mandate letters, and such other documents, etc. with such agencies or persons or intermediaries, to remunerate all such agencies or persons or intermediaries including

through the payment of fees, commissions, brokerages, or the like, and to terminate arrangements with such agencies or persons or intermediaries;

(e) authorise and approve incurring of expenditure including but not limited to payment of stamp duty, fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Preferential Issue;

(f) open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, including under the Companies Act, to give such instructions including closure of such bank accounts as may be required, and deemed appropriate, and to authorise one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;

(g) approve, finalise and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s) / supplement(s) / corrigenda required to be issued in terms of SEBI (ICDR) Regulations or other applicable SEBI guidelines and regulations, and the Act and the rules made thereunder, and in compliance with any direction from SEBI and/or such other Appropriate Authority in relation to the Preferential Issue;

(h) accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any 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 hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be;

(i) accept and utilise the proceeds of the Preferential Issue in accordance with the applicable laws, towards the objects as specified in the Explanatory Statement to the Notice of the Extraordinary General Meeting given to the members;

(j) do all such acts, deeds, matters and things as the Board and/or Committee may, in their absolute discretion deem necessary or desirable, and to give instructions or directions, or settle any question, difficulty or doubts that may arise with regard to the Preferential Issue, subject however, to applicable laws, and to take such actions or give such directions, as it may deem fit in their absolute discretion in the best interests of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, and all actions taken by the Board or the Committee, in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects; and

(k) delegate all or any of their powers conferred under this resolution, as may be deemed necessary and permissible under applicable laws, to the officials of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT subject to applicable law, the Board thereof, is authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution; and

RESOLVED FURTHER THAT the certified true copy of the aforesaid resolution duly certified by any of the Directors or Key Managerial Personnel of the Company, be forwarded to such persons or authorities as may be required from time to time."

Item No. 2:

Issue of fully Convertible Equity Warrants ("Warrants") of the Company on a preferential basis:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Special Resolutions:**

"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 (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 to the extent consolidated Foreign Direct Investment Policy, as amended and replaced from time to time ("**FDI Policy**") and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Ministry of Finance (Department of Economic Affairs) ("**MoF**"), Department for Promotion of Industry and Internal Trade, ("**DPIIT**") to the extent applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI (ICDR) Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"), the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the "**Stock Exchanges**") on which the Equity Shares of the Company having face value of ₹ 10.00 (Rupees Ten only) each ("**Equity Shares**") are listed and traded and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**") and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association ("**MoA**") and Articles of Association ("**AoA**") of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, 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/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the members of the Company ("**Members**") be and is hereby accorded to the Board to create, issue, offer and allot up to 30,35,711 (Thirty Lakh Thirty-Five Thousand Seven Hundred Eleven) Fully Convertible Equity Warrants ("**Warrants**"), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value ₹ 10.00 (Rupees Ten only), for cash at an issue price of ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) ("**Warrant Issue Price**") per Warrant, which is not less than the floor price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, for an amount aggregating up to ₹ 4,34,10,66,730.00 (Rupees Four Hundred Thirty-Four Crore Ten Lakh Sixty-Six Thousand Seven Hundred Thirty only) ("**Warrant Consideration**"), to the below mentioned proposed allottees as per details mentioned herein below (hereinafter referred to as "**Proposed Allottee(s)**") by way of preferential issue ("**Preferential Issue**") in one or more tranches, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI (ICDR) Regulations and other applicable laws;

Sr. No.	Name of Proposed Allottees	Category of Allottees	Maximum No. of Warrants to be allotted	Aggregate Consideration (in ₹)
1.	Mukul Mahavir Agrawal	Non-Promoter	6,99,500	1,00,02,85,000.00
2.	Shree Jalaram Metals Private Limited	Promoter Group	6,36,500	91,01,95,000.00
3.	Motilal Oswal Financial Services Limited	Non-Promoter	5,24,450	74,99,63,500.00
4.	Convivial Advisors LLP	Non-Promoter	3,49,600	49,99,28,000.00
5.	Rathi Ramkumar Hiralal HUF	Non-Promoter	93,275	13,33,83,250.00
6.	Ramesh Thakurdas Jaisinghani	Non-Promoter	62,955	9,00,25,650.00
7.	Divyanshi Agrawal	Non-Promoter	48,950	6,99,98,500.00
8.	Saranya Agrawal	Non-Promoter	48,950	6,99,98,500.00
9.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	34,965	4,99,99,950.00
10.	Hem Chand Jain	Non-Promoter	34,965	4,99,99,950.00
11.	Indu Jain	Non-Promoter	34,965	4,99,99,950.00
12.	Gaurav Jain	Non-Promoter	34,965	4,99,99,950.00
13.	Sonali Jain	Non-Promoter	24,475	3,49,99,250.00
14.	Jyotiprasad Taparia	Non-Promoter	23,310	3,33,33,300.00
15.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	23,300	3,33,19,000.00
16.	Garima Chordia	Non-Promoter	20,985	3,00,08,550.00
17.	Divya Kataria	Promoter Group	20,950	2,99,58,500.00
18.	Muskan Lunawath	Promoter Group	20,950	2,99,58,500.00
19.	Sapana Pirodia	Promoter Group	20,950	2,99,58,500.00
20.	Param M Agrawal	Non-Promoter	17,480	2,49,96,400.00
21.	Sangeeta Mahavirprasad Agarwal (On Behalf of ACE Investments, A Partnership Firm and Its Partners)	Non-Promoter	17,480	2,49,96,400.00
22.	Vijay Kishinchand Khanchandani (On Behalf of Arka Growth, A Partnership Firm and Its Partners)	Non-Promoter	13,990	2,00,05,700.00
23.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	12,821	1,83,34,030.00
24.	Shobha Businesses LLP	Non-Promoter	10,490	1,50,00,700.00
25.	Saurav Jain	Non-Promoter	10,489	1,49,99,270.00
26.	Reshma Manish Kukreja	Non-Promoter	10,468	1,49,69,240.00
27.	Sanjay Popatlal Jain	Non-Promoter	9,790	1,39,99,700.00
28.	Bhavesh Natwarlal Shah	Non-Promoter	9,325	1,33,34,750.00
29.	Abhisek Bhutra	Non-Promoter	8,740	1,24,98,200.00
30.	Chatarlal Jankilal Shah HUF	Non-Promoter	7,000	1,00,10,000.00
31.	Hansaben Chatarlal Shah	Non-Promoter	7,000	1,00,10,000.00
32.	Preetiben Kanaiyalal Shah	Non-Promoter	7,000	1,00,10,000.00
33.	Amit Munot HUF	Non-Promoter	6,995	1,00,02,850.00
34.	Mahesh Chain Khubchandani	Non-Promoter	6,990	99,95,700.00
35.	Arihant Futures and Commodities Limited	Non-Promoter	6,980	99,81,400.00
36.	Dharmanshu Bharat Shah	Non-Promoter	6,980	99,81,400.00
37.	Meghana Divyagnan Sarvaiya J.W. Divyagnan Bharat Sarvaiya	Non-Promoter	6,980	99,81,400.00
38.	Neepa N Shah	Non-Promoter	6,980	99,81,400.00
39.	Panna Resources Private Limited	Non-Promoter	6,980	99,81,400.00
40.	Praneet Maheshwari	Non-Promoter	6,980	99,81,400.00
41.	Punit Pirodia	Non-Promoter	6,980	99,81,400.00
42.	Ratlam Wires Private Limited	Non-Promoter	6,980	99,81,400.00

Sr. No.	Name of Proposed Allottees	Category of Allottees	Maximum No. of Warrants to be allotted	Aggregate Consideration (in ₹)
43.	Umesh Surendra Kamath	Non-Promoter	6,980	99,81,400.00
44.	Dhavalkumar Natwarlal Shah	Non-Promoter	4,667	66,73,810.00
45.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	4,662	66,66,660.00
46.	Setu Securities Private Limited	Non-Promoter	4,662	66,66,660.00
47.	Swati Goel	Non-Promoter	4,662	66,66,660.00
48.	Neelam Jain	Non-Promoter	4,660	66,63,800.00
49.	Nisha Rajeev Agrawal	Non-Promoter	3,500	50,05,000.00
50.	Kaupin Kiritkumar Shah (On Behalf of Mahadev Krupa Investments, A Partnership Firm and Its Partners)	Non-Promoter	3,490	49,90,700.00
51.	Rakesh Tarway	Non-Promoter	3,450	49,33,500.00
52.	Khyati Deepak Suba	Non-Promoter	2,790	39,89,700.00
53.	Vijay Ramvallabh Khetan	Non-Promoter	2,440	34,89,200.00
54.	Naveen Jain	Non-Promoter	2,090	29,88,700.00
55.	Khusrav Beji Bajan	Non-Promoter	1,750	25,02,500.00
56.	Krimali Bhavin Thakkar	Non-Promoter	1,750	25,02,500.00
57.	Pushpa Bherulal Choudhary	Non-Promoter	1,750	25,02,500.00
58.	Rudra Pratap	Non-Promoter	1,750	25,02,500.00
59.	Sanjay Gupta	Non-Promoter	1,750	25,02,500.00
60.	Sambhaw Kumar Jain	Non-Promoter	1,400	20,02,000.00
61.	Sandeep Kamalnayan Ajmera	Non-Promoter	1,400	20,02,000.00
62.	Ajay Jayram Prabhudesai	Non-Promoter	700	10,01,000.00
63.	Chaitali K Shah	Non-Promoter	700	10,01,000.00
64.	Deepak Agrawal	Non-Promoter	700	10,01,000.00
65.	Pritul Ranjeet Jain	Non-Promoter	700	10,01,000.00
66.	Rima Chintan Desai	Non-Promoter	700	10,01,000.00
67.	Aniruddha Anant Pandhare	Non-Promoter	350	5,00,500.00
68.	Manish Mahavir Bohra	Non-Promoter	350	5,00,500.00
69.	Sidhant Chetan Lodaya	Non-Promoter	350	5,00,500.00
70.	Smruti Pratik Khara	Non-Promoter	350	5,00,500.00
71.	Vaibhav Kishorbhai Gediya	Non-Promoter	350	5,00,500.00
		TOTAL	**30,35,711**	**4,34,10,66,730.00**

RESOLVED FURTHER THAT the relevant date for the purpose of determination of the floor price for the Preferential Issue is Tuesday, September 29, 2026 ("**Relevant Date**"), in accordance with Regulation 161 of the SEBI (ICDR) Regulations, which is the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the Preferential Issue i.e., Thursday, October 29, 2026;

RESOLVED FURTHER THAT the issue and allotment of the Warrants under the Preferential Issue shall be subject to the following terms and conditions, in addition to the above, as prescribed under applicable laws:

(a) the Warrants so offered and issued to the Proposed Allottees, are being issued for consideration in cash;

(b) the consideration for the Warrants shall be paid by the Proposed Allottees to the Company, from the bank account of the Proposed Allottees, at the time of allotment of the Warrants and upon exercise of the Warrants into Equity Shares in the manner approved herein; and

(c) the Warrants so offered, issued and allotted shall not exceed the number of Warrants as approved herein above;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue and allotment of Warrants and Equity Shares upon exercise of such Warrants shall be subject to applicable laws, receipt of necessary regulatory permissions and approvals, and on the following terms and conditions;

(a) ₹ 357.50 (Rupees Three Hundred Fifty-Seven and Fifty Paise Only) ("**Warrant Subscription Price**") per Warrant, being 25% (twenty-five per cent) of the Warrant Issue Price shall be payable by the Proposed Allottees at the time of subscription to each Warrant, and ₹ 1,072.50 (Rupees One Thousand Seventy-Two and Fifty Paise Only) ("**Warrant Exercise Price**") per Warrant, being the remaining 75% (seventy-five per cent) of the Warrant Issue Price shall be payable by the Proposed Allottees at the time of allotment of Equity Shares pursuant to exercise of the Warrants;

(b) in accordance with Regulation 170 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of Warrants within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders in the extra-ordinary general meeting, provided that where any approval or permission by the Appropriate Authorities is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval or permission;

(c) the Warrants shall not carry any voting rights until they are exercised into Equity Shares;

(d) the Equity Shares allotted upon exercise of the Warrants shall be fully paid-up and rank pari passu in all respects with the existing Equity Shares of the Company including voting rights, and rights including in respect of dividend from the date of allotment thereof;

(e) the Equity Shares to be allotted on exercise of the Warrants shall be listed on the Stock Exchanges, subject to the receipt of necessary permissions or approvals, as the case may be;

(f) the Warrants allotted in terms of this resolution and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to lock-in for such periods as specified in Chapter V of the SEBI (ICDR) Regulations;

(g) the Warrants to be so created, offered and issued, and the resultant Equity Shares that are allotted on exercise of such Warrants shall be credited in dematerialized form, and in each case, shall be subject to the provisions of the MoA and AoA of the Company; and

(h) the tenure of the Warrants is 18 (eighteen) months from the date of their allotment, and the Warrants may be exercised by the Proposed Allottees, in one or more tranches, before the expiry of 18 (eighteen) months from the date of allotment of the Warrants any unexercised Warrants shall lapse, and the amount paid by the Proposed Allottees on such Warrants shall stand forfeited. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the Proposed Allottees; and

(i) the number and/or price of the Equity Shares to be allotted on exercise of the Warrants shall be appropriately adjusted for any form of restructuring by the Company of its Equity Shares including without limitation consolidation, sub-division or splitting of Equity Shares, bonus shares, recapitalisations or issue of shares or extinguishing or cancelling any of its Equity Shares, or conversion or exchange of any of the Equity Shares of the Company with any other shares pursuant to any scheme of arrangement, including any merger, amalgamation, or de-merger or any classification of shares or variation of rights into other kinds of securities or such similar events;

RESOLVED FURTHER THAT the application money to be received by the Company from the respective Proposed Allottees towards subscription of their respective Warrants pursuant to this Preferential Issue shall be kept by the Company in a separate bank account of the Company and shall be utilised for the purpose for which the amount is raised in accordance with the provisions of applicable law;

RESOLVED FURTHER THAT subject to receipt of such approvals as may be required under applicable laws, consent of the members of the Company be and is hereby accorded to record the details of the private placement offer in Form PAS-5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, and the Board be and is hereby authorized to finalize and issue a private placement offer cum application letter in Form PAS-4 or such other form prescribed under the Companies Act and SEBI (ICDR) Regulations, to the Proposed Allottees inviting it to subscribe to the Warrants in accordance with the provisions of the Act and other applicable laws;

RESOLVED FURTHER THAT the Board and/or Committee be and is hereby authorised on behalf of the Company with the powers to issue and allot the Equity Shares from time to time, subject to applicable law and receipt of necessary regulatory permissions and approvals, as the case may be, and to do all acts, deeds, matters and things and also to execute such documents, writings, etc., and to make any applications or represent the Company before any governmental authorities, as they may, in their absolute discretion, deem necessary or desirable in the best interests of the Company without being required to seek any further consent or approval of the members of the Company, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, to give effect to the Preferential Issue, and in particular the Board and/or Committee may, without limitation:

(a) negotiate, modify, finalise, sign, execute, issue, stamp, deliver all deeds, documents, undertakings, agreements, papers, declarations, memorandum of understanding, certificates, consents, communications, affidavits, applications, letters, clarifications, responses, forms, writings and other documents as may be required, including (without limitation) the private placement offer letter in Form PAS-4, return of allotment etc., in connection with the Preferential Issue ("**Documents**") (including those Documents to be filed with the Appropriate Authorities or to be provided to any other person, if any and whether before or after execution of the Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Documents ("**Ancillary Documents**") as may be necessary or required for the aforesaid purpose, including to sign, stamp, submit, affix the seal of the Company where necessary, and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched under or in connection with the documents to which the Company is a party as well as to accept and execute any amendments to the Documents and the Ancillary Documents and further to do all such other acts, deeds, matters or things as the Committee may deem necessary or incidental in connection with the Preferential Issue, from time to time, and matters connected therewith;

(b) make applications, submit documents, undertakings or certificates, seek clarifications, respond to queries and questions, make representations and/or intimations, obtain approvals and seek exemptions from, where necessary, any Appropriate Authorities as may be required in connection with the Preferential Issue, including from the Stock Exchanges for obtaining in-principle approval for issuance of Warrants, and the listing and trading approvals for the resultant Equity Shares, to deliver or arrange the delivery of necessary documentation to the Appropriate Authorities in connection with obtaining such approvals including without limitation, entering into listing agreements and affixing the seal of the Company where necessary and undertaking other activities as may be necessary for obtaining such approvals, and accept such conditions and modifications as may be prescribed or imposed by any Appropriate Authorities while granting such approvals, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications and/or amendments as may be required in the Documents and Ancillary Documents as applicable;

(c) do all such acts, deeds and things as may be required to dematerialise the Equity Shares to be allotted, and to liaise with, sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited, Registrar and Transfer Agents and such other agencies, authorities or bodies as may be required in this connection and to authorise one or more officers of the Company to execute all or any of the aforementioned documents;

(d) appoint and/or take on record the appointment of various intermediaries including but not limited to legal advisors, bankers, monitoring agency, and any other agencies or persons or intermediaries in connection with the Preferential Issue, to negotiate, finalise, execute, and amend the terms of their appointment, including but not limited to the execution of all engagement/ mandate letters, and such other documents, etc. with such agencies or persons or intermediaries, to remunerate all such agencies or persons or intermediaries including

through the payment of fees, commissions, brokerages, or the like, and to terminate arrangements with such agencies or persons or intermediaries;

(e) authorise and approve incurring of expenditure including but not limited to payment of stamp duty, fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Preferential Issue;

(f) open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, including under the Companies Act, to give such instructions including closure of such bank accounts as may be required, and deemed appropriate, and to authorise one or more officers of the Company to execute all documents/ deeds as may be necessary in this regard;

(g) approve, finalise and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s) / supplement(s) / corrigenda required to be issued in terms of SEBI (ICDR) Regulations or other applicable SEBI guidelines and regulations, and the Act and the rules made thereunder, and in compliance with any direction from SEBI and/or such other Appropriate Authority in relation to the Preferential Issue;

(h) accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, and any 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 hereof are hereby ratified, confirmed and approved as the act and deed of the Company, as the case may be;

(i) accept and utilise the proceeds of the Preferential Issue in accordance with the applicable laws, towards the objects as specified in the Explanatory Statement to the Notice of the Extraordinary General Meeting given to the members;

(j) do all such acts, deeds, matters and things as the Board and/or Committee may, in their absolute discretion deem necessary or desirable, and to give instructions or directions, or settle any question, difficulty or doubts that may arise with regard to the Preferential Issue, subject however, to applicable laws, and to take such actions or give such directions, as it may deem fit in their absolute discretion in the best interests of the Company in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, and all actions taken by the Board or the Committee, in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects; and

(k) delegate all or any of their powers conferred under this resolution, as may be deemed necessary and permissible under applicable laws, to the officials of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT subject to applicable law, the Board thereof, is authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution; and

RESOLVED FURTHER THAT the certified true copy of the aforesaid resolution duly certified by any of the Directors or Key Managerial Personnel of the Company, be forwarded to such persons or authorities as may be required from time to time."

Registered Office:
138 Chandani Chowk, Ratlam,
Madhya Pradesh, India, 457001

By order of the Board of Directors,
D. P. Abhushan Limited

Sd/-

Atika Jain
Company Secretary
Membership No. A76622

Place: Ratlam
Date: 06/10/2026

NOTES FOR SHAREHOLDERS FOR EOGM:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting the General Meeting ("**Meeting**") through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**"), and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder", and General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, General Circular No. 2/2022 dated May 5, 2022, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated September 19, 2024 and General circular No. 03/2025 dated September 22, 2025 prescribing the procedures and manner of conducting the Extra Ordinary General Meeting through VC/ OAVM. In terms of the said circulars, the EoGM of the members will be held through VC/OAVM. Hence, members can attend and participate in the EOGM through VC/OAVM only.

   The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 14 and available at the Company's website www.dpjewellers.com. The deemed venue for the EoGM shall be the Registered Office of the Company.

2. A statement pursuant to Section 102(1) of the Act, relating to the Special Businesses to be transacted at the EoGM is annexed hereto.

3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the EOGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this EOGM is being held pursuant to the Circular No. 14/2020 dated April 8, 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 EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra Ordinary General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csanandlavingia@gmail.com with copies marked to the Company at cs@dpjewellers.com and to National Securities Depository Limited (NSDL) at evoting@nsdl.com.

5. The attendance of the Members attending the EoGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Since the EoGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and relevant documents referred to in the Notice of this EoGM and Explanatory Statement, will be available electronically for inspection by the Members during the EoGM. Members who wish to inspect such documents can send their requests to the Company at cs@dpjewellers.com by mentioning their name and Folio number/DP ID and Client ID.

8. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020 read with Circular dated January 15, 2021, the Notice of EoGM along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice of EoGM has been uploaded on the website of the Company at www.dpjewellers.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and website of E-Voting Agency - NSDL i.e. www.evoting.nsdl.com.

9. In case of joint holders attending the EoGM together, only holder whose name appearing first will be entitled to vote.

10. Members seeking any information with regard to the accounts or any matter to be placed at the EoGM or who would like to ask questions or registered themselves as Speaker, are requested to write to the Company mentioning their name demat account number/folio number, email id, mobile number at cs@dpjewellers.com on or before October 21, 2026 so as to enable the management to keep the information ready. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EoGM.

11. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below;

    (a) 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@dpjewellers.com.

    (b) 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@dpjewellers.com.

    (c) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.

    (d) 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.

    (e) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited ("**BSPL**"), having its office at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India, by following the due procedure.

    (f) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, BSPL to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.

13. As per the provisions of Section 72 of the Act, the facility for making nomination 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. Members can contact their DP in case the shares are held in electronic form and to BSPL in case the shares are held in physical form.

14. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE EXTRA ORDINARY GENERAL MEETING THROUGH VC/OAVM:**

    i. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EoGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EoGM will be provided by NSDL.

    ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Thursday, October 22, 2026, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the EoGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.

    iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EoGM and prior to the Cut-off date i.e. Thursday, October 22, 2026, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EoGM by following the procedure mentioned in this part.

    iv. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 09:00 a.m. on Monday, October 26, 2026 and will end on 05:00 P.M. on Wednesday, October 28, 2026. In addition, the facility for voting through electronic voting system shall also be made available during the EoGM. Members attending the EoGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the EoGM. Members who have voted through remote e-voting shall be eligible to attend the EoGM, however, they shall not be eligible to vote at the meeting.

    v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

    vi. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. Thursday, October 22, 2026.

    vii. The Company has appointed M/s. Prasad & Partners LLP (formerly known as M/s. ALAP & CO. LLP), Practicing Company Secretaries (FRN: L2023GJ013900) to act as the Scrutinizer for remote e-voting as well as the e-voting on the date of the EoGM in a fair and transparent manner.

INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on 09:00 A.M. Monday, October 26, 2026 and will end on 5:00 P.M. on Wednesday, October 28, 2026. 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. Thursday, October 22, 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 Thursday, October 22, 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 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	A. 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 ID8-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 B. 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-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. C. 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 D. 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. E. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	A. 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. B. 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 e-voting 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 system of all e-Voting Service Providers so that the user can visit the e-Voting service providers' website directly. C. 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. 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method 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?

A. 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.

B. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

C. 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.

D. 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***

E. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can user 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'?

- 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'.
- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

F. 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.

G. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

H. Now, you will have to click on "Login" button.

I. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system:

How to cast your vote electronically 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.

2) Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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

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 csanandlavingia@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.

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.

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 at 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@dpjewellers.com.

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@dpjewellers.com. If you are an Individual shareholder 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 EoGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EoGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders who will be present in the EoGM 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 EoGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the EoGM. However, they will not be eligible to vote at the EoGM.

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 EoGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EoGM 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.

CONTACT DETAILS

Company	**D. P. ABHUSHAN LIMITED** **Registered Office:** 138, Chandani Chowk, Ratlam – 457001, Madhya Pradesh **Corporate Office:** 2nd Floor, 1, Dwarkapuri, Gopal Gaushala Colony, Ratlam, Madhya Pradesh, India, 457001 **Email:** cs@dpjewellers.com; **Web:** www.dpjewellers.com; **Phone:** +91 7412 490 966 / 247 122
Registrar and Transfer Agent	**BIGSHARE SERVICES PRIVATE LIMITED** Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India **Phone:** +91-22-6263 8200; **E-mail:** investor@bigshareonline.com; **Web:** www.bigshareonline.com
E-Voting Agency & VC / OAVM	**NATIONAL SECURITIES DEPOSITORY LIMITED** **Email:** evoting@nsdl.com; **NSDL help desk:** 022 - 4886 7000
Scrutinizer	**M/s. Prasad & Partners LLP** (Formerly known as M/s. ALAP & CO. LLP) Practicing Company Secretaries **Contact Person:** Mr. Anand S Lavingia; **Email:** csanandlavingia@gmail.com; **Tel No.:** +91 79 3578 9144

EXPLANATORY STATEMENT

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

Item No. 1:

Issue of Equity Shares of the Company on a preferential basis: SPECIAL RESOLUTIONS

The Board of Directors of the Company, at its meeting held on Monday, October 05, 2026, subject to the approval of the Members of the Company and such other approvals as may be required, approved the proposal to offer, issue and allot in one or more tranche up to 8,66,434 (Eight Lakh Sixty-Six Thousand Four Hundred Thirty-Four) fully paid up equity shares of the Company having a face value of ₹ 10.00 (Rupees Ten only) each ("**Equity Share**") for cash at a price of ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) per Equity Share (including a premium of ₹ 1,420.00 (Rupees One Thousand Four Hundred Twenty Only) per Equity Share) ("**Preferential Allotment Price**"), for an amount aggregating up to ₹ 1,23,90,00,620.00 (Rupees One Hundred Twenty-Three Crore Ninety Lakh Six Hundred Twenty Only), to the **Proposed Allottees** as per details mentioned herein below (hereinafter referred to as "**Proposed Allottee(s)**") by way of preferential issue ("**Preferential Issue**") on such terms and conditions as may be determined by the Board for cash consideration in accordance with the Act, SEBI (ICDR) Regulations and other applicable laws:

Sr. No.	Name of Proposed Allottees	Category of Allottees	Maximum No. of Equity Shares to be allotted	Aggregate Consideration (in ₹)
1.	Rathi Ramkumar Hiralal HUF	Non-Promoter	1,86,450	26,66,23,500.00
2.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	69,931	10,00,01,330.00
3.	Hem Growth Opportunities Fund (Scheme of Hem Alternative Investments Trust, Category III AIF)	Non-Promoter	69,931	10,00,01,330.00
4.	Jyotiprasad Taparia	Non-Promoter	46,620	6,66,66,600.00
5.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	46,600	6,66,38,000.00
6.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	36,131	5,16,67,330.00
7.	Shobha Businesses LLP	Non-Promoter	20,970	2,99,87,100.00
8.	Sanjay Popatlal Jain	Non-Promoter	19,580	2,79,99,400.00
9.	Bhavesh Natwarlal Shah	Non-Promoter	18,650	2,66,69,500.00
10.	Chatarlal Jankilal Shah HUF	Non-Promoter	13,980	1,99,91,400.00
11.	Hansaben Chatarlal Shah	Non-Promoter	13,980	1,99,91,400.00
12.	Preetiben Kanaiyalal Shah	Non-Promoter	13,980	1,99,91,400.00
13.	Arihant Futures and Commodities Limited	Non-Promoter	13,970	1,99,77,100.00
14.	Dharmanshu Bharat Shah	Non-Promoter	13,970	1,99,77,100.00
15.	Panna Resources Private Limited	Non-Promoter	13,970	1,99,77,100.00
16.	Punit Pirodia	Non-Promoter	13,970	1,99,77,100.00
17.	Ratlam Wires Private Limited	Non-Promoter	13,970	1,99,77,100.00
18.	SB Opportunities Fund II (Scheme of SB Growth Fund, Category II AIF)	Non-Promoter	13,289	1,90,03,270.00
19.	JVS Holdings LLP	Non-Promoter	10,500	1,50,15,000.00
20.	Dhavalkumar Natwarlal Shah	Non-Promoter	9,320	1,33,27,600.00
21.	Neelam Jain	Non-Promoter	9,320	1,33,27,600.00
22.	Aanjay Ageless AIF Fund (Scheme of Tattvam AIF Trust, Category III AIF)	Non-Promoter	8,625	1,23,33,750.00
23.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	8,625	1,23,33,750.00
24.	Setu Securities Private Limited	Non-Promoter	8,625	1,23,33,750.00
25.	Parag Ramsukh Rathi	Non-Promoter	7,900	1,12,97,000.00
26.	Amit Munot HUF	Non-Promoter	6,995	1,00,02,850.00
27.	Anjuli Kothari	Non-Promoter	6,995	1,00,02,850.00
28.	Ashok Kumar Chatar HUF	Non-Promoter	6,995	1,00,02,850.00
29.	Devesh Sumant Pendharkar (On Behalf of Vicco Trading Corporation, A Partnership Firm and Its Partners)	Non-Promoter	6,995	1,00,02,850.00

Sr. No.	Name of Proposed Allottees	Category of Allottees	Maximum No. of Equity Shares to be allotted	Aggregate Consideration (in ₹)
30.	Naresh Jain	Non-Promoter	6,995	1,00,02,850.00
31.	Rashmi Jain	Non-Promoter	6,995	1,00,02,850.00
32.	R & B Denims Limited (On Behalf of RB Industries, A Partnership Firm and Its Partners)	Non-Promoter	6,995	1,00,02,850.00
33.	Vedcroft Ventures Private Limited	Non-Promoter	6,995	1,00,02,850.00
34.	Vinit Munot (HUF)	Non-Promoter	6,995	1,00,02,850.00
35.	Vinod Kumar Lodha	Non-Promoter	6,995	1,00,02,850.00
36.	Tanvi Bansal	Non-Promoter	6,993	99,99,990.00
37.	Mayank Ghota	Promoter Group	6,990	99,95,700.00
38.	Seema Rajkumar Golecha	Non-Promoter	6,990	99,95,700.00
39.	Abhay Kumar Chordia	Non-Promoter	6,985	99,88,550.00
40.	Rishi Karnawat	Non-Promoter	6,985	99,88,550.00
41.	Siddharth Kothari (On Behalf of Pyramid Invesco, A Partnership Firm and Its Partners)	Non-Promoter	6,985	99,88,550.00
42.	Madhav Ashokkumar Nawal	Non-Promoter	6,980	99,81,400.00
43.	Prabhat Tekriwal (HUF)	Non-Promoter	6,292	89,97,560.00
44.	Anil Ranjeetmal Jain	Non-Promoter	4,200	60,06,000.00
45.	Deepak Gadia	Non-Promoter	4,200	60,06,000.00
46.	Rajesh Jagdish Rai Jain	Non-Promoter	4,190	59,91,700.00
47.	Dhruv Shreenarayan Agrawal (On Behalf of MG Overseas, A Partnership Firm and Its Partners)	Non-Promoter	3,497	50,00,710.00
48.	Sparsh Fabrics Private Limited	Non-Promoter	3,497	50,00,710.00
49.	Pravinkumar Devichand Jain	Non-Promoter	3,496	49,99,280.00
50.	Ruchita Sanket Jain	Non-Promoter	3,496	49,99,280.00
51.	Whass Esolutions Private Limited	Non-Promoter	3,490	49,90,700.00
52.	Amit Jain	Non-Promoter	3,480	49,76,400.00
53.	Ashish Kumbhat	Non-Promoter	3,480	49,76,400.00
54.	Priyanka Himanshu Jain (On Behalf Of H&A Ventures, A Partnership Firm and Its Partners)	Non-Promoter	1,401	20,03,430.00
		TOTAL	**8,66,434**	**1,23,90,00,620.00**

Since, the Company is a listed company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI (ICDR) Regulations**"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("**SEBI Takeover Regulations** ") (as amended), and other applicable provisions, if any, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the "**Stock Exchanges**") on which the Equity Shares of the Company having face value of ₹ 10.00 (Rupees Ten only) each are listed and traded and Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 ("**Applicable Laws**"). Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Chapter V of the SEBI (ICDR) Regulations and the Applicable Laws are as under:

It may be noted that;

1. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations;
2. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
3. All equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;
4. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Tuesday, September 29, 2026. Further, no person belonging to promoter or the promoter group have sold or transferred any Equity Shares of the Company during the 90 (ninety) trading days preceding the relevant date, being Tuesday, September 29, 2026.
5. No person belonging to promoter or the promoter group has previously subscribed to warrants of the Company and has failed to exercise such warrants.
6. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue;

7. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;
8. The Company has obtained the Permanent Account Numbers of the proposed allottees;
9. Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
10. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations are not applicable;
11. Neither the Company nor its Directors or Promoters or allotees have been declared as wilful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI (ICDR) Regulations;
12. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories;
13. The Company will make the application for in-principle approval to the Stock Exchanges, where its equity shares are listed, on the same day when the notice has been sent in respect of the EOGM seeking shareholders' approval by way of Special Resolutions; and
14. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the Company 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 SEBI thereunder.

A. Objects of the Preferential issue:

The Board of Directors at their meeting held on Monday, October 05, 2026 has approved the Preferential Issue. The net proceeds of the Preferential Issue of Equity Shares together with Preferential Issue of Warrants (as per Item No. 2 of this Notice) are proposed to be utilized in the following manner:

Sr. No.	Particulars	Amount to be raised through issue of Equity Shares – Equity Consideration (1) (₹ in Crore)	Amount to be raised through issue of Warrants – Warrant Consideration (2) (₹ in Crore)	Net Proceeds (3) (₹ in Crore)	Total Estimated amount of Deployment (₹ in Crore)	% of Net Proceed	Tentative timelines for utilization of Preferential Net Proceeds from the date of receipt of funds
1.	Expansion of Retail Network and Funding of Inventory Requirements	123.90	434.11	558.01	513.00	91.93%	On or before September 30, 2027
2.	General Corporate Purposes				45.01	8.07%	On or before September 30, 2027
	TOTAL	**123.90**	**434.11**	**558.01**	**558.01**	**100.00%**	

Notes:

1. *The Equity Consideration as per Item No. 1 of this Notice.*
2. *The Warrant Consideration as per Item No. 2 of this Notice*
3. *The Equity Consideration and the Warrant Consideration, together shall be referred as* ***Net Proceeds.***

While the amounts proposed to be utilised against each of the Objects have been specified above, there may be a deviation of +/- 10% (ten per cent) depending upon future circumstances in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, given that the Objects are based on management estimates, and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company. Such factors may also result in modification to the tentative timelines for the deployment of the Issue Proceeds, and if the Net Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Net Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Management shall have the flexibility to deploy and utilise the Net Proceeds towards the respective Objects of the Preferential Issue, based on the actual requirements of the Company, availability of funds, implementation requirements and prevailing business and market conditions. Accordingly, the actual utilisation of the Net Proceeds within each of the aforesaid Objects may vary from the estimated allocation indicated above, depending upon the actual expenditure and funding requirements arising during the implementation of the Objects. The amount allocated towards Expansion of Retail Network and Funding of Inventory Requirements shall, however, be utilised exclusively towards the establishment and operationalisation of new stores/showrooms and the procurement of inventory required for such stores/showrooms and related expenditure as more particularly described under the said Object, and shall not be utilised towards General Corporate Purposes. Similarly, the amount earmarked towards General Corporate Purposes shall be utilised for the purposes falling within the scope of the General Corporate Purposes Object, subject to the limits prescribed under applicable laws and regulations. Notwithstanding the foregoing, the amount proposed to be utilised towards General Corporate Purposes shall not exceed twenty-five percent (25%) of the aggregate amount raised by the Company through the Preferential Issue of Equity Shares and Warrants. The aforesaid flexibility is intended to enable the Company to efficiently deploy the aggregate Net proceeds raised through the Preferential Issue of equity shares and warrants in accordance with the actual requirements of the respective Objects, while ensuring

that the Net proceeds allocated towards the Expansion of Retail Network and Funding of Inventory Requirements remain earmarked for the specific Object for which they have been allocated.

If the net proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining net proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned investments/expenditure and funding requirements and increasing or decreasing the investments/expenditure for a particular purpose from the planned investments/expenditure as may be determined by the Board, subject to compliance with applicable laws.

(a) Expansion of Retail Network and Funding of Inventory Requirements – up to ₹ 513.00 Crores

The Company proposes to utilise a portion of the Net Proceeds of the Preferential Issue towards strengthening and expanding its retail presence by establishing and operationalising additional Company-owned and Company-operated stores/showrooms across selected markets in India. The proposed expansion forms part of the Company's strategy to enhance its geographical presence, increase accessibility of its products to customers, strengthen its brand visibility and deepen its presence in markets offering potential for growth in demand for jewellery.

The Company has identified certain markets and locations for undertaking such retail expansion based on various commercial and operational considerations, including market potential, customer demographics, demand for jewellery, competitive landscape, availability and suitability of commercial premises, expected footfall, rental and establishment costs, proximity to existing stores, logistics and supply-chain considerations and the overall business potential of the respective market. The proposed stores/showrooms are expected to be established and operationalised in a phased manner, depending upon the availability of suitable premises, completion of requisite fit-outs and other related activities and prevailing business conditions.

The Net Proceeds proposed to be utilised towards this Object may be deployed for expenditure relating to the establishment and operationalisation of such stores/showrooms, including lease-related expenses, security deposits, advance rentals, civil and interior works, electrical and other fit-out works, fixtures, furniture, display infrastructure, signage, security and surveillance systems, store equipment, technology infrastructure and other expenses incidental and ancillary to establishing and commencing operations of the new stores/showrooms.

Further, considering the nature of the Company's business and the inventory-intensive nature of the jewellery retail business, a portion of the Net Proceeds shall also be utilised towards procurement and stocking of the initial inventory required for the new stores/showrooms proposed to be established under this expansion programme. Such inventory may include gold jewellery, diamond and other studded jewellery and other jewellery products and merchandise forming part of the Company's product portfolio. The availability of adequate inventory at the time of commencement of operations of each new store/showroom is essential to enable the Company to offer an appropriate range of products across various designs, categories, price points and customer preferences and to facilitate the commencement and smooth conduct of business operations from such stores/showrooms.

The actual number, size, format, configuration and timing of opening of the new stores/showrooms may vary depending upon market conditions, availability of suitable premises, commercial viability, customer demand, prevailing costs and other business and operational considerations. Accordingly, the Company may, from time to time, prioritise, defer, modify or re-sequence the establishment of particular stores/showrooms and may deploy the net proceeds towards such other stores/showrooms in selected markets as may be identified by the Company as part of its retail expansion programme, without materially changing the underlying purpose of this Object.

The Company believes that the proposed expansion of its retail network, together with the availability of adequate initial inventory at the new stores/showrooms, will enable it to enhance its geographical reach, improve customer accessibility, strengthen its market presence, increase its customer base and support the Company's revenue growth and long-term business objectives.

Accordingly, the Net Proceeds allocated towards this Object shall be utilised for establishment and operationalisation of new stores/showrooms and procurement of the initial inventory required for such stores/showrooms, including expenditure incidental, ancillary and consequential thereto.

(b) General Corporate Purposes – up to ₹ 45.01 Crores

The Company propose to deploy the balance Net proceeds aggregating up to ₹ 45.01 crores towards general corporate purposes, subject to such utilisation not exceeding 25% of the consideration received for allotment of Equity Shares and Warrants. The general corporate purposes for which we propose to utilize the proceeds of the Preferential Issue includes meeting day to day expenses which amongst other things includes, short-term working capital requirements, meeting any expense of the Company, including meeting any shortfall in capital expenditure to be incurred, salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties, servicing of borrowings including payment of interest, brand building and other marketing expenses, meeting expenses incurred in the ordinary course of business and towards any exigencies, and any other purpose as considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with applicable law, including the necessary provisions of the Companies Act, 2013.

Interim Use of Issue Proceeds

The Company, in accordance with the provisions of applicable laws, and the policies formulated by our Board from time to time, will have flexibility to deploy the net proceeds of the Preferential Issue. Pending utilisation of the Net Proceeds, our Company shall invest such proceeds in one or more scheduled commercial banks by way of fixed deposits, or certificates of deposit, included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in money market instruments (creditworthy instruments, such as TREPS/ CROMS, T-Bills), as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

Monitoring of utilization of funds

a) Given that the issue size exceeds ₹ 100 Crores (Rupees One Hundred Crores only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company has appointed Brickwork Ratings India Private Limited, Credit Rating Agency (SEBI Regn No. IN/CRA/005/2008) as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI (ICDR) Regulations on a quarterly basis, till 100% (One Hundred Percent) of the issue proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI (ICDR) Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

B. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and the Issue Price:

The Board of Directors at its meeting held on Monday, October 05, 2026 had approved to issue and allot in one or more tranche up to 8,66,434 (Eight Lakh Sixty-Six Thousand Four Hundred Thirty-Four) fully paid up Equity Shares of the Company having a face value of ₹ 10.00 (Rupees Ten only) each for cash at a price of ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) per Equity Share (including a premium of ₹ 1,420.00 (Rupees One Thousand Four Hundred Twenty Only) per Equity Share), for an amount up to ₹ 1,23,90,00,620.00 (Rupees One Hundred Twenty-Three Crore Ninety Lakh Six Hundred Twenty Only).

C. Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to ₹ 1,23,90,00,620.00 (Rupees One Hundred Twenty-Three Crore Ninety Lakh Six Hundred Twenty Only) by way of issuance of up to 8,66,434 (Eight Lakh Sixty-Six Thousand Four Hundred Thirty-Four) fully paid up Equity Shares.

D. Issue Price and price band at/within which the allotment is proposed:

There shall be no price band. The Company proposes to offer, issue and allot up to 8,66,434 (Eight Lakh Sixty-Six Thousand Four Hundred Thirty-Four) fully paid up Equity Shares at an issue price of ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) per Equity Share (including a premium of ₹ 1,420.00 (Rupees One Thousand Four Hundred Twenty Only) per Equity Share) which is not less than the floor price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations. Please refer to Point No. 'F' below in respect of the basis of determining the price of the Preferential Issue.

E. Relevant Date:

In terms of Regulation 161 of the SEBI (ICDR) Regulations, the relevant date for determining the floor price for this Preferential issue of Equity Shares is Tuesday, September 29, 2026 being the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. Thursday, October 29, 2026.

F. Basis on which the price would be arrived at:

The Equity Shares of the Company are listed on Stock Exchanges, viz., BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of SEBI (ICDR) Regulations. NSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations. The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI (ICDR) Regulations, which shall be higher of:

a) the 90 trading days' volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the relevant date, is ₹ 1,308.74 (Rupees One Thousand Three Hundred Eight and Seventy-Four Paise only) per Equity Share; or

b) The 10 trading days volume weighted average price of the related Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is ₹ 1,413.10 (Rupees One Thousand Four Hundred Thirteen and Ten Paise only) per Equity Share;

Further, Regulation 164(1) states that if the Articles of Association of the Company provides for a method of determination which results in Floor Price higher than determined under the SEBI (ICDR) Regulations, then the same also needs to be considered.

Articles of Association of the Company do not provide for any particular method of determination of floor price. However, Article No. 14(c) of the Articles of Association of the Company provides that the Company can issue shares to any persons, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62. Accordingly, the Company has obtained the Valuation Report from Abhinav Rajvanshi, Partner of R&A VALUATION LLP, Registered Valuer having their office at H-15 Chitranjan Marg, C-Scheme, Jaipur – 302 001and IBBI Registration Number-IBBI/RV/06/2019/11765 / ICAI RVO Reg. No. - ICAIRVO/06/RV-P00125/2019-2020 dated October 03, 2026. As per the Valuation Report, the Minimum Issue price in terms of Regulation 164(1) of the SEBI (ICDR) Regulations and Articles of Association of the Company is ₹ 1,413.10 (Rupees One Thousand Four Hundred Thirteen and Ten Paise only) per Equity Share (including a premium of ₹ 1,403.10 (Rupees One Thousand Four Hundred Three and Ten Paise only) per Equity Share). The copy of the Valuation Report has been hosted on the website of the Company which can be accessed at https://www.dpjewellers.com/media/corporate/investors-information/egm/EGM-dated_29.10.2026/Valuation%20Reportl%20Preferential%20Issue%202026-27.pdf under Investor tab.

Additionally, M/s. Prasad and Partners LLP (formerly known as ALAP & Co. LLP), Practicing Company Secretaries, having an office at 416, 4th Floor, Shreenathji Staff Co. Op. Soc. Ltd, Pushpam Complex, Opp. Seema Hall, 100 feet Ring Road, Satellite Jodhpur Char Rasta, Ahmedabad, Gujarat – 380 015, have issued a certificate dated October 05, 2026 in the prescribed format of BSE and a certificate dated October 06, 2026 in the prescribed format of NSE, certifying the aforesaid computation of price of the shares of the Company in accordance with Regulation 164(1) of the SEBI (ICDR) Regulations which are available at the website of the Company at https://www.dpjewellers.com/media/corporate/investors-information/egm/EGM-dated_29.10.2026/BSE%20PCS%20Certificate%20In%20Principle%20Pricing%20Certificate.pdf and https://www.dpjewellers.com/media/corporate/investors-information/egm/EGM-dated_29.10.2026/NSE%20PCS%20Certificate%20In%20Principle%20Pricing%20Certificate.pdf respectively.

Moreover, pursuant to Regulation 166A(1) of the SEBI (ICDR) Regulations, any preferential issue which may result in a change in control or allotment of more than five per cent of the post-issue fully diluted share capital of the issuer to an allottee or to allottees acting in concert shall require a valuation report from an independent registered valuer, and the issuer shall consider such valuation report for determining the price of the specified securities to be allotted. In this regard, the Company confirms that the proposed preferential issue will neither result in any change in control of the Company nor will any allottee or group of allottees acting in concert be allotted more than five per cent of the post-issue fully diluted Equity Share Capital of the Company. Accordingly, the requirement to obtain and consider a valuation report from an independent registered valuer pursuant to Regulation 166A of the SEBI (ICDR) Regulations is not applicable to the proposed preferential issue.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to recompute the issue price as per regulation 164(3) of the SEBI (ICDR) Regulations.

Accordingly, the Company has decided to issue the Equity Shares proposed to be allotted on preferential basis to the Proposed Allottees at ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) per Equity Share being higher than the floor price computed in accordance with Chapter V of the SEBI (ICDR) Regulations.

The issue price shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI (ICDR) Regulations.

G. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:

Except (1) Mayank Ghota, Person belonging to Promoter Group of the Company, who intends to subscribe to Equity Shares as disclosed above, and (2) (i) Shree Jalaram Metals Private Limited, (ii) Muskan Lunawath, (iii) Sapana Pirodia, and (iv) Divya Kataria, all belonging to Promoter Group of the Company who intend to subscribe to Warrants as disclosed in Item No. 2 of this Notice, none of the other Promoters, Person belonging to Promoter Group, Directors, Key Managerial Personnel and Senior Management of the Company intend to subscribe the Equity Shares and / or Warrants pursuant to the aforementioned preferential issue. The Details of their intention to subscribe to the offer are given below;

Sr. No.	Name of Promoters, Person belonging to Promoter Group, Directors, Key Managerial Personnel or Senior Management	Type	No. of Equity Shares proposed to be subscribed	No. of Warrants proposed to be subscribed
1.	Mayank Ghota	Promoter Group	6,990	-
2.	Shree Jalaram Metals Private Limited	Promoter Group	-	6,36,500
3.	Muskan Lunawath	Promoter Group	-	20,950
4.	Sapana Pirodia	Promoter Group	-	20,950
5.	Divya Kataria	Promoter Group	-	20,950
		TOTAL	**6,990**	**6,99,350**

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

The allotment is proposed to be made to the Person belonging to Promoter Group of the Company ("**Promoter Group**") and persons other than the promoters & promoter group ("**Non-Promoter**").

I. Name of the Proposed Allottees, class and percentage of post Preferential Issue capital that may be held by them:

The name of the Proposed Allottees, class and percentage of post Preferential Issue capital that may be held by them are given below:

Sr. No.	Name of Proposed Allottees	Class / Category	Post Issue – Equity*		Post Issue – Warrants*	
			No. of Shares	%	No. of Shares	%
1.	Rathi Ramkumar Hiralal HUF	Non-Promoter	1,86,450	0.78%	2,79,725	1.04%
2.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	69,931	0.29%	1,04,896	0.39%
3.	Hem Growth Opportunities Fund (Scheme of Hem Alternative Investments Trust, Category III AIF)	Non-Promoter	69,931	0.29%	69,931	0.26%
4.	Jyotiprasad Taparia	Non-Promoter	46,620	0.20%	69,930	0.26%
5.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	46,600	0.20%	69,900	0.26%
6.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	36,131	0.15%	48,952	0.18%
7.	Shobha Businesses LLP	Non-Promoter	20,970	0.09%	31,460	0.12%
8.	Sanjay Popatlal Jain	Non-Promoter	19,580	0.08%	29,370	0.11%
9.	Bhavesh Natwarlal Shah	Non-Promoter	21,650	0.09%	30,975	0.12%
10.	Chatarlal Jankilal Shah HUF	Non-Promoter	13,980	0.06%	20,980	0.08%
11.	Hansaben Chatarlal Shah	Non-Promoter	13,980	0.06%	20,980	0.08%

Sr. No.	Name of Proposed Allottees	Class / Category	Post Issue – Equity*		Post Issue – Warrants*	
			No. of Shares	%	No. of Shares	%
12.	Preetiben Kanaiyalal Shah	Non-Promoter	13,980	0.06%	20,980	0.08%
13.	Arihant Futures and Commodities Limited	Non-Promoter	13,970	0.06%	20,950	0.08%
14.	Dharmanshu Bharat Shah	Non-Promoter	35,163	0.15%	42,143	0.16%
15.	Panna Resources Private Limited	Non-Promoter	13,970	0.06%	20,950	0.08%
16.	Punit Pirodia	Non-Promoter	1,42,380	0.60%	1,49,360	0.56%
17.	Ratlam Wires Private Limited	Non-Promoter	16,800	0.07%	23,780	0.09%
18.	SB Opportunities Fund II (Scheme of SB Growth Fund, Category II AIF)	Non-Promoter	13,289	0.06%	13,289	0.05%
19.	JVS Holdings LLP	Non-Promoter	10,500	0.04%	10,500	0.04%
20.	Dhavalkumar Natwarlal Shah	Non-Promoter	12,320	0.05%	16,987	0.06%
21.	Neelam Jain	Non-Promoter	9,320	0.04%	13,980	0.05%
22.	Aanjay Ageless AIF Fund (Scheme of Tattvam AIF Trust, Category III AIF)	Non-Promoter	8,625	0.04%	8,625	0.03%
23.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	8,625	0.04%	13,287	0.05%
24.	Setu Securities Private Limited	Non-Promoter	8,625	0.04%	13,287	0.05%
25.	Parag Ramsukh Rathi	Non-Promoter	7,900	0.03%	7,900	0.03%
26.	Amit Munot HUF	Non-Promoter	6,995	0.03%	13,990	0.05%
27.	Anjuli Kothari	Non-Promoter	6,995	0.03%	6,995	0.03%
28.	Ashok Kumar Chatar HUF	Non-Promoter	6,995	0.03%	6,995	0.03%
29.	Devesh Sumant Pendharkar (On Behalf of Vicco Trading Corporation, A Partnership Firm and Its Partners)	Non-Promoter	6,995	0.03%	6,995	0.03%
30.	Naresh Jain	Non-Promoter	6,995	0.03%	6,995	0.03%
31.	Rashmi Jain	Non-Promoter	6,995	0.03%	6,995	0.03%
32.	R & B Denims Limited (On Behalf of RB Industries, A Partnership Firm and Its Partners)	Non-Promoter	6,995	0.03%	6,995	0.03%
33.	Vedcroft Ventures Private Limited	Non-Promoter	6,995	0.03%	6,995	0.03%
34.	Vinit Munot (HUF)	Non-Promoter	6,995	0.03%	6,995	0.03%
35.	Vinod Kumar Lodha	Non-Promoter	6,995	0.03%	6,995	0.03%
36.	Tanvi Bansal	Non-Promoter	6,993	0.03%	6,993	0.03%
37.	Mayank Ghota	Promoter Group	9,124	0.04%	9,124	0.03%
38.	Seema Rajkumar Golecha	Non-Promoter	6,990	0.03%	6,990	0.03%
39.	Abhay Kumar Chordia	Non-Promoter	6,985	0.03%	6,985	0.03%
40.	Rishi Karnawat	Non-Promoter	6,985	0.03%	6,985	0.03%
41.	Siddharth Kothari (On Behalf of Pyramid Invesco, A Partnership Firm and Its Partners)	Non-Promoter	6,985	0.03%	6,985	0.03%
42.	Madhav Ashokkumar Nawal	Non-Promoter	6,980	0.03%	6,980	0.03%
43.	Prabhat Tekriwal (HUF)	Non-Promoter	6,292	0.03%	6,292	0.02%
44.	Anil Ranjeetmal Jain	Non-Promoter	10,200	0.04%	10,200	0.04%
45.	Deepak Gadia	Non-Promoter	12,200	0.05%	12,200	0.05%
46.	Rajesh Jagdish Rai Jain	Non-Promoter	4,190	0.02%	4,190	0.02%
47.	Dhruv Shreenarayan Agrawal (On Behalf of MG Overseas, A Partnership Firm and Its Partners)	Non-Promoter	3,749	0.02%	3,749	0.01%
48.	Sparsh Fabrics Private Limited	Non-Promoter	3,497	0.01%	3,497	0.01%
49.	Pravinkumar Devichand Jain	Non-Promoter	3,496	0.01%	3,496	0.01%
50.	Ruchita Sanket Jain	Non-Promoter	3,496	0.01%	3,496	0.01%
51.	Whass Esolutions Private Limited	Non-Promoter	3,490	0.01%	3,490	0.01%
52.	Amit Jain	Non-Promoter	3,480	0.01%	3,480	0.01%

Sr. No.	Name of Proposed Allottees	Class / Category	Post Issue – Equity*		Post Issue – Warrants*	
			No. of Shares	%	No. of Shares	%
53.	Ashish Kumbhat	Non-Promoter	3,480	0.01%	3,480	0.01%
54.	Priyanka Himanshu Jain (On Behalf Of H&A Ventures, A Partnership Firm and Its Partners)	Non-Promoter	1,401	0.01%	1,401	0.01%

** The post issue shareholding and percentage in the above table has been prepared on the basis that the proposed allottee(s) of equity / warrants will subscribe to all the equity / warrants which they are intent to do so and later all such warrants will be converted into equivalent equity shares. In the event for any reason, the proposed allottee(s) of equity / warrants do not or are unable to subscribe to and/or are not allotted the equity / warrants or resultant equity shares up on conversion of warrants, the shareholding and percentage in the above table would undergo corresponding changes. Additionally, 57,500 outstanding Employee Stock Options have been considered for arriving at percentage of post Preferential Issue.*

J. Shareholding Pattern before and after the proposed preferential issue:

Category of Shareholders		Pre-Issue (1)		Post Issue – Equity (2)		Post Issue – Warrants (3)	
		No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
A.	**Promoter & Promoter Group**						
	1. Indian						
	Individuals/ Hindu Undivided Family	1,67,93,044	73.56%	1,68,00,034	70.73%	1,68,62,884	62.95%
	Bodies Corporate	3,02,700	1.33%	302,700	1.27%	9,39,200	3.51%
	Sub Total (A)(1)	**1,70,95,744**	**74.89%**	**1,71,02,734**	**72.01%**	**1,78,02,084**	**66.46%**
	2. Foreign	0	0.00%	0	0.00%	0	0.00%
	Sub Total (A)(2)	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**
	Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**1,70,95,744**	**74.89%**	**1,71,02,734**	**72.01%**	**1,78,02,084**	**66.46%**
B.	**Non-promoters' holding (Public shareholding)**						
	1. Institutions (Domestic)						
	a. Alternate Investment Funds	498	0.00%	1,98,405	0.84%	2,46,191	0.92%
	b. Other Financial Institutions	0	0.00%	0	0.00%	0	0.00%
	Sub-Total (B) (1)	**498**	**0.00%**	**1,98,405**	**0.84%**	**2,46,191**	**0.92%**
	2. Institutions (Foreign)						
	a. Foreign Portfolio Investor Category I	42,778	0.19%	42,778	0.18%	42,778	0.16%
	b. Foreign Portfolio Investor Category II	86,864	0.38%	86,864	0.37%	86,864	0.32%
	Sub-Total (B) (2)	**1,29,642**	**0.57%**	**1,29,642**	**0.55%**	**1,29,642**	**0.48%**
	3. Central Government/State Government(s)/President of India	0	0.00%	0	0.00%	0	0.00%
	Sub-Total (B) (3)	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**
	4. Non-institutions						
	a. Individuals -						
	i. Individual shareholders holding nominal share capital up to Rupees 2 lakh.	17,75,154	7.78%	20,01,814	8.43%	20,85,182	7.78%
	ii. Individual shareholders holding nominal share capital in excess of Rupees 2 lakh.	24,98,343	10.94%	25,94,553	10.92%	37,24,088	13.90%
	b. NBFCs registered with RBI	0	0.00%	0	0.00%	0	0.00%
	c. Non-Resident Indian	24,679	0.11%	24,679	0.10%	24,679	0.09%
	d. Hindu Undivided Families	4,08,627	1.79%	6,36,334	2.68%	7,43,604	2.78%
	e. Any Other (Specify)						
	i. Bodies Corporate	6,63,159	2.91%	7,27,676	3.06%	12,77,728	4.77%
	ii. Partnership Firm / LLP	2,10,998	0.92%	3,14,941	1.33%	7,33,291	2.74%
	iii. Clearing Member	21,076	0.09%	21,076	0.09%	21,076	0.08%

Category of Shareholders		Pre-Issue [1]		Post Issue – Equity [2]		Post Issue – Warrants [3]	
		No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
	Sub-Total (B) (4)	**56,02,036**	**24.54%**	**63,21,073**	**26.61%**	**86,09,648**	**32.14%**
	Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	**57,32,176**	**25.11%**	**66,49,120**	**27.99%**	**89,85,481**	**33.54%**
C.	**Shares held by Custodians and against which Depository Receipts have been issued**	0	0.00%	0	0.00%	0	0.00%
	Sub Total (C)	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**
	GRAND TOTAL (A)+(B)+(C)	**2,28,27,920**	**100.00%**	**2,37,51,854**	**100.00%**	**2,67,87,565**	**100.00%**

Notes:

1) *The Pre-Issue Shareholding Patterns is as on Friday, October 02, 2026.*

2) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so and after taking into consideration total 57,500 outstanding Employee Stock Options granted. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.*

3) *Considering Note 2 above, the post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so and after taking into consideration total 57,500 outstanding Employee Stock Options granted. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.*

4) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*

5) *The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of equity shares of the Company.*

K. Proposed time within which the allotment shall be completed:

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the members granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any Regulatory Authority or the Central Government, within 15 days from the date of such approval(s), or such other period as specified by the regulatory authority(ies) or the Stock Exchanges, as the case may be.

L. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allottees	Category/ Class of proposed Allottees	Ultimate Beneficial Owner
1.	Rathi Ramkumar Hiralal HUF	Non-Promoter	Rahul Ramkumar Rathi Shobha Ramkumar Rathi
2.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	Eterna Prima-Scheme I is a scheme of Eterna Investments I, A SEBI Registered Category III AIF With Registration No. IN/AIF3/25-26/2107. Eterna Advisors LLP is the Investment Manager. The Designated Partners of Eterna Advisors LLP are as follows: 1. Harshita Nirmal Jain (DPIN: 07283188) 2. Madhu Nirmal Jain (DPIN: 06759854) Below investors hold more than 10% beneficial interest in Eterna Prima-Scheme I 1. MNJ Ventures LLP 2. Nirmal Madhu Family Private Trust The details of ultimate beneficial owners of MNJ Ventures LLP and Nirmal Madhu Family Private Trust are as follows; 1. Nirmal Bhanwarlal Jain 2. Madhu Nirmal Jain
3.	Hem Growth Opportunities Fund (Scheme of Hem Alternative Investments Trust, Category III AIF)	Non-Promoter	Hem Growth Opportunities Fund is a scheme of Hem Alternative Investments Trust, A SEBI Registered Category III AIF With Registration No. IN/AIF3/25-26/1909.

Sr. No.	Name of Proposed Allottees	Category/ Class of proposed Allottees	Ultimate Beneficial Owner
			Hem Wealth Managers Private Limited is the Investment Manager. The Board of Directors of Hem Wealth Managers Private Limited are as follow: 1. Mr. Hem Chand Jain (DIN- 00347951) 2. Mr. Prateek Jain (DIN - 03518736) 3. Mr. Shubham Jain (DIN - 10800909) 4. Ms. Prarthna Mehta (DIN - 10800908) The following persons are holding more than 10% beneficial interest in Hem Growth Opportunities Fund: 1. Hem Wealth Managers Private Limited which is Wholly Owned Subsidiary of Hem Securities Limited. Details of ultimate beneficial owners of Hem Securities Limited are as follows; 1. Hem Chand Jain 2. Indu Jain 3. Prateek Jain
4.	Jyotiprasad Taparia	Non-Promoter	Self
5.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	Akash Soni Sangeeta Soni Nirmala Soni Nirmala Soni Om Prakash Soni
6.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	Finavenue Growth Fund is a scheme of Finavenue Capital Trust, A SEBI Registered Category III AIF With Registration No. IN/AIF3/23-24/1293. A9 Finsight Private Limited is the Investment Manager. The Board of Directors of A9 Finsight Private Limited are as follows: 1. Madhusudan Narayanlal Sarda (DIN: 00012977) 2. Anil Parakh (DIN: 01124855) 3. Aakriti Anant Shrishrimal (DIN: 06511279) None of the investor holds more than 10% beneficial interest in Finavenue Growth Fund.
7.	Shobha Businesses LLP	Non-Promoter	Neha Agarwal Shweta Agrawal Janki Prasad Agarwal Vishal Agarwal Rucheta Sharma
8.	Sanjay Popatlal Jain	Non-Promoter	Self
9.	Bhavesh Natwarlal Shah	Non-Promoter	Self
10.	Chatarlal Jankilal Shah HUF	Non-Promoter	Chatarlal Jankilal Shah Hansaben Chatarlal Shah Jeet Chatarlal Shah
11.	Hansaben Chatarlal Shah	Non-Promoter	Self
12.	Preetiben Kanaiyalal Shah	Non-Promoter	Self
13.	Arihant Futures and Commodities Limited	Non-Promoter	Not Applicable, since, Arihant Futures and Commodities Limited is wholly owned subsidiary of Arihant Capital Markets Limited, a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE420B01036), no further disclosure is required.
14.	Dharmanshu Bharat Shah	Non-Promoter	Self
15.	Panna Resources Private Limited	Non-Promoter	Anoop Kataria Pankaj Kataria
16.	Punit Pirodia	Non-Promoter	Self
17.	Ratlam Wires Private Limited	Non-Promoter	Chandadevi Kataria Arun Kataria Rakhi Kataria

Sr. No.	Name of Proposed Allottees	Category/ Class of proposed Allottees	Ultimate Beneficial Owner
18.	SB Opportunities Fund II (Scheme of SB Growth Fund, Category II AIF)	Non-Promoter	SB Opportunities Fund II is a scheme of SB Growth Fund, A SEBI Registered Category II AIF With Registration No. IN/AIF2/23-24/1383. Shimmer Investment Private Limited is the Investment Manager. The Board of Directors of Shimmer Investment Private Limited are as follows: 1. Shimmer Goel (DIN: 07837395) 2. Ashutosh Goel (DIN: 03593255) None of the investor holds more than 10% beneficial interest in SB Opportunities Fund II.
19.	JVS Holdings LLP	Non-Promoter	Jyoti Vardhan Sonthalia Rajyavardhan Sonthalia
20.	Dhavalkumar Natwarlal Shah	Non-Promoter	Self
21.	Neelam Jain	Non-Promoter	Self
22.	Aanjay Ageless AIF Fund (Scheme of Tattvam AIF Trust, Category III AIF)	Non-Promoter	Aanjay Ageless AIF Fund is a scheme of Tattvam AIF Trust, A SEBI Registered Category III AIF With Registration No. IN/AIF3/24-25/1540. Tattvam Streets LLP is the Investment Manager. The Designated Partners of Tattvam Streets LLP are as follows: 1. Divya Aggarwal (DPIN: 08265632) 2. Amit Jindal (DPIN: 09514561) Below investors hold more than 10% beneficial interest in Aanjay Ageless AIF Fund 1. Aanjay Ageless Ventures LLP The details of ultimate beneficial owner of Aanjay Ageless Ventures LLP is as follows; 1. Ajay Kumar Aggarwal
23.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	Bhanumati Arvind Shah Arvind Ravji Shah
24.	Setu Securities Private Limited	Non-Promoter	Geeta Chetan Shah Chetan Rasiklal Shah
25.	Parag Ramsukh Rathi	Non-Promoter	Self
26.	Amit Munot HUF	Non-Promoter	Amit Munot Neelam Munot Ayush Munot
27.	Anjuli Kothari	Non-Promoter	Self
28.	Ashok Kumar Chatar HUF	Non-Promoter	Ashok Kumar Chatar Nidhi Lodha Swati Jain Shubham Jain Priyanka Kothari
29.	Devesh Sumant Pendharkar (On Behalf of Vicco Trading Corporation, A Partnership Firm and Its Partners)	Non-Promoter	Devesh Sumant Pendharkar Sanjeev Gajanan Pendharkar Ajay Yeshwant Pendharkar Amit Ashok Pendharkar Aryan Deep Pendharkar Chirag Sanjeev Pendharkar Deep Yeshwant Pendharkar
30.	Naresh Jain	Non-Promoter	Self
31.	Rashmi Jain	Non-Promoter	Self
32.	R & B Denims Limited (On Behalf of RB Industries, A Partnership Firm and Its Partners)	Non-Promoter	R & B Denims Limited (Being listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE012Q01039), no further disclosure is required) Amit Dalmia Rajkumar Mangilal Borana

Sr. No.	Name of Proposed Allottees	Category/ Class of proposed Allottees	Ultimate Beneficial Owner
33.	Vedcroft Ventures Private Limited	Non-Promoter	Sagarmal Ostwal Snehlata Jain Rajendra Prasad Ostwal Nirmala Devi Ostwal Pushpa Devi Lodha Babu Lal Lodha Harshad Kacchara
34.	Vinit Munot (HUF)	Non-Promoter	Vinit Munot Ritu Munot Vinamra Munot Aditya Munot
35.	Vinod Kumar Lodha	Non-Promoter	Self
36.	Tanvi Bansal	Non-Promoter	Self
37.	Mayank Ghota	Promoter Group	Self
38.	Seema Rajkumar Golecha	Non-Promoter	Self
39.	Abhay Kumar Chordia	Non-Promoter	Self
40.	Rishi Karnawat	Non-Promoter	Self
41.	Siddharth Kothari (On Behalf of Pyramid Invesco, A Partnership Firm and Its Partners)	Non-Promoter	Siddharth Kothari Arun Kumar Kothari
42.	Madhav Ashokkumar Nawal	Non-Promoter	Self
43.	Prabhat Tekriwal (HUF)	Non-Promoter	Prabhat Tekriwal Harsh Tekriwal Sharmila Tekriwal Kritish Tekriwal
44.	Anil Ranjeetmal Jain	Non-Promoter	Self
45.	Deepak Gadia	Non-Promoter	Self
46.	Rajesh Jagdish Rai Jain	Non-Promoter	Self
47.	Dhruv Shreenarayan Agrawal (On Behalf of MG Overseas, A Partnership Firm and Its Partners)	Non-Promoter	Dhruv Shreenarayan Agrawal Dineshkumar Shankarlal Agrawal Nikhil D Agrawal Ritvik Anand Agrawal Parv Shree Narayan Agrawal
48.	Sparsh Fabrics Private Limited	Non-Promoter	Kewal S Agrawal Vineeta Chiripal Bharat Bhushan Omprakash Agarwal Rikin Bharatbhushan Agarwal Urmila Bharatbhushan Agarwal Shyamsundar Ramprasad Agarwal Anmol Agrawal Aayushi Kunj Agrawal
49.	Pravinkumar Devichand Jain	Non-Promoter	Self
50.	Ruchita Sanket Jain	Non-Promoter	Self
51.	Whass Esolutions Private Limited	Non-Promoter	Akshay Anil Widhani Sabena Akshay Widhani
52.	Amit Jain	Non-Promoter	Self
53.	Ashish Kumbhat	Non-Promoter	Self
54.	Priyanka Himanshu Jain (On Behalf Of H&A Ventures, A Partnership Firm and Its Partners)	Non-Promoter	Priyanka Himanshu Jain Shipra Abhishek Bhutra

M. Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects:

Except contribution proposed to be made by (1) Mayank Ghota, Person belonging to Promoter Group of the Company, who intends to subscribe to Equity Shares as disclosed above, and (2) (i) Shree Jalaram Metals Private Limited, (ii) Muskan Lunawath, (iii) Sapana Pirodia, and (iv) Divya Kataria, all belonging to Promoter Group of the Company who intend to subscribe to Warrants as disclosed in Item No. 2 of this Notice, no contribution is being made by the any other Promoters or Directors either as part of the offer or separately in furtherance of the objects. Please refer to Point No. 'G' above in respect of 'Contribution being made by the promoters or Directors.

N. Principle terms of assets charged as securities:

Not Applicable

O. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares of the preferential issue. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

P. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for cash consideration.

Q. Change in control if any consequent to preferential issue:

There will be no change in control and/or management of the Company consequent to this Preferential Issue. Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

R. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the period from April 01, 2026 till the date of this Notice, the Company has not made any preferential issue of any securities.

S. Lock-in period:

The Equity Shares allotted on preferential basis shall be locked-in in terms of provisions of Regulations 167 of SEBI (ICDR) Regulations. Further, entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

T. Certificate from Practicing Company Secretaries:

A certificate from M/s. Prasad and Partners LLP (formerly known as ALAP & Co. LLP), Practicing Company Secretaries, having an office at 416, 4th Floor, Shreenathji Staff Co. Op. Soc. Ltd, Pushpam Complex, Opp. Seema Hall, 100 feet Ring Road, Satellite Jodhpur Char Rasta, Ahmedabad, Gujarat – 380 015, certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of the Chapter V of the SEBI (ICDR) Regulations. The same shall be available for inspection at the Registered Office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. (IST) to 5:00 P.M. (IST) up to the date of Extra Ordinary General Meeting. The copy of the same has been hosted on the website of the Company at https://www.dpjewellers.com/media/corporate/investors-information/egm/EGM-dated_29.10.2026/PCS%20Certificate%20Equity%20ICDR%20Compliance%20-%20Preferential%20Issue%202026-27.pdf.

U. Disclosures as per Regulation 163(1)(j) pertaining to the current and proposed status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

The current and proposed status of the Proposed Allottees post the preferential issue is as under:

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status
1.	Rathi Ramkumar Hiralal HUF	Non-Promoter	Non-Promoter
2.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	Non-Promoter
3.	Hem Growth Opportunities Fund (Scheme of Hem Alternative Investments Trust, Category III AIF)	Non-Promoter	Non-Promoter
4.	Jyotiprasad Taparia	Non-Promoter	Non-Promoter
5.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status
6.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	Non-Promoter
7.	Shobha Businesses LLP	Non-Promoter	Non-Promoter
8.	Sanjay Popatlal Jain	Non-Promoter	Non-Promoter
9.	Bhavesh Natwarlal Shah	Non-Promoter	Non-Promoter
10.	Chatarlal Jankilal Shah HUF	Non-Promoter	Non-Promoter
11.	Hansaben Chatarlal Shah	Non-Promoter	Non-Promoter
12.	Preetiben Kanaiyalal Shah	Non-Promoter	Non-Promoter
13.	Arihant Futures and Commodities Limited	Non-Promoter	Non-Promoter
14.	Dharmanshu Bharat Shah	Non-Promoter	Non-Promoter
15.	Panna Resources Private Limited	Non-Promoter	Non-Promoter
16.	Punit Pirodia	Non-Promoter	Non-Promoter
17.	Ratlam Wires Private Limited	Non-Promoter	Non-Promoter
18.	SB Opportunities Fund II (Scheme of SB Growth Fund, Category II AIF)	Non-Promoter	Non-Promoter
19.	JVS Holdings LLP	Non-Promoter	Non-Promoter
20.	Dhavalkumar Natwarlal Shah	Non-Promoter	Non-Promoter
21.	Neelam Jain	Non-Promoter	Non-Promoter
22.	Aanjay Ageless AIF Fund (Scheme of Tattvam AIF Trust, Category III AIF)	Non-Promoter	Non-Promoter
23.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	Non-Promoter
24.	Setu Securities Private Limited	Non-Promoter	Non-Promoter
25.	Parag Ramsukh Rathi	Non-Promoter	Non-Promoter
26.	Amit Munot HUF	Non-Promoter	Non-Promoter
27.	Anjuli Kothari	Non-Promoter	Non-Promoter
28.	Ashok Kumar Chatar HUF	Non-Promoter	Non-Promoter
29.	Devesh Sumant Pendharkar (On Behalf of Vicco Trading Corporation, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter
30.	Naresh Jain	Non-Promoter	Non-Promoter
31.	Rashmi Jain	Non-Promoter	Non-Promoter
32.	R & B Denims Limited (On Behalf of RB Industries, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter
33.	Vedcroft Ventures Private Limited	Non-Promoter	Non-Promoter
34.	Vinit Munot (HUF)	Non-Promoter	Non-Promoter
35.	Vinod Kumar Lodha	Non-Promoter	Non-Promoter
36.	Tanvi Bansal	Non-Promoter	Non-Promoter
37.	Mayank Ghota	Promoter Group	Promoter Group
38.	Seema Rajkumar Golecha	Non-Promoter	Non-Promoter
39.	Abhay Kumar Chordia	Non-Promoter	Non-Promoter
40.	Rishi Karnawat	Non-Promoter	Non-Promoter
41.	Siddharth Kothari (On Behalf of Pyramid Invesco, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter
42.	Madhav Ashokkumar Nawal	Non-Promoter	Non-Promoter
43.	Prabhat Tekriwal (HUF)	Non-Promoter	Non-Promoter
44.	Anil Ranjeetmal Jain	Non-Promoter	Non-Promoter
45.	Deepak Gadia	Non-Promoter	Non-Promoter
46.	Rajesh Jagdish Rai Jain	Non-Promoter	Non-Promoter
47.	Dhruv Shreenarayan Agrawal (On Behalf of MG Overseas, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status
48.	Sparsh Fabrics Private Limited	Non-Promoter	Non-Promoter
49.	Pravinkumar Devichand Jain	Non-Promoter	Non-Promoter
50.	Ruchita Sanket Jain	Non-Promoter	Non-Promoter
51.	Whass Esolutions Private Limited	Non-Promoter	Non-Promoter
52.	Amit Jain	Non-Promoter	Non-Promoter
53.	Ashish Kumbhat	Non-Promoter	Non-Promoter
54.	Priyanka Himanshu Jain (On Behalf Of H&A Ventures, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter

V. Undertaking:

The Company undertakes to re-compute the price of the Equity Shares in terms of provision of SEBI (ICDR) Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the Equity Shares shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

W. Particulars of the issue including material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities, etc.:

Details of the securities to be issued, material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities, in relation to the preferential allotment, and details of the Proposed Allottees are as set out in the previous paragraphs. The Equity Shares being offered, issued and allotted to the proposed Allottees by way of the Preferential Issue shall inter alia be subject to the following terms and conditions, apart from others as prescribed under applicable law:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.

b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations.

d) 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.

e) The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.

f) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Proposed Allottees.

g) The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account;

h) The Equity Shares shall be allotted in dematerialized form only within a maximum period of 15 days from the date of passing of this resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolutions and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the equity shares on a preferential/ private placement basis, to the extent and in the manner as set out in the resolutions and the explanatory statement.

Except to the extent of their subscription to the Equity Shares as stated in Point No. ‘G’ and their respective shareholding in the Company, if any, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolutions.

The Board accordingly recommends the resolution set forth at Item no. 1 for approval of the members as a Special Resolutions.

Item No. 2:

Issue of fully Convertible Equity Warrants ("Warrants") of the Company on a preferential basis: SPECIAL RESOLUTIONS

The Board of Directors of the Company ("**Board**"), at its meeting held on October 05, 2026, approved raising of capital by way of issuance of up to 30,35,711 (Thirty Lakh Thirty-Five Thousand Seven Hundred Eleven) Fully Convertible Equity Warrants ("**Warrants**"), each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value ₹ 10.00 (Rupees Ten only), for cash at an issue price of ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) ("**Warrant Issue Price**") per Warrant, which is not less than the floor price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations, for an amount aggregating up to ₹ 4,34,10,66,730.00 (Rupees Four Hundred Thirty-Four Crore Ten Lakh Sixty-Six Thousand Seven Hundred Thirty only) ("**Warrant Consideration**"), to the **Proposed Allottees** as per details mentioned herein below (hereinafter referred to as "**Proposed Allottee(s)**") by way of preferential issue ("**Preferential Issue**"), and on such terms and conditions set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI (ICDR) Regulations and the Companies Act, subject to receipt of approval of members of the Company and relevant regulatory authorities.

Sr. No.	Name of Proposed Allottees	Category of Allottees	Maximum No. of Warrants to be allotted	Aggregate Consideration (in ₹)
1.	Mukul Mahavir Agrawal	Non-Promoter	6,99,500	1,00,02,85,000.00
2.	Shree Jalaram Metals Private Limited	Promoter Group	6,36,500	91,01,95,000.00
3.	Motilal Oswal Financial Services Limited	Non-Promoter	5,24,450	74,99,63,500.00
4.	Convivial Advisors LLP	Non-Promoter	3,49,600	49,99,28,000.00
5.	Rathi Ramkumar Hiralal HUF	Non-Promoter	93,275	13,33,83,250.00
6.	Ramesh Thakurdas Jaisinghani	Non-Promoter	62,955	9,00,25,650.00
7.	Divyanshi Agrawal	Non-Promoter	48,950	6,99,98,500.00
8.	Saranya Agrawal	Non-Promoter	48,950	6,99,98,500.00
9.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	34,965	4,99,99,950.00
10.	Hem Chand Jain	Non-Promoter	34,965	4,99,99,950.00
11.	Indu Jain	Non-Promoter	34,965	4,99,99,950.00
12.	Gaurav Jain	Non-Promoter	34,965	4,99,99,950.00
13.	Sonali Jain	Non-Promoter	24,475	3,49,99,250.00
14.	Jyotiprasad Taparia	Non-Promoter	23,310	3,33,33,300.00
15.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	23,300	3,33,19,000.00
16.	Garima Chordia	Non-Promoter	20,985	3,00,08,550.00
17.	Divya Kataria	Promoter Group	20,950	2,99,58,500.00
18.	Muskan Lunawath	Promoter Group	20,950	2,99,58,500.00
19.	Sapana Pirodia	Promoter Group	20,950	2,99,58,500.00
20.	Param M Agrawal	Non-Promoter	17,480	2,49,96,400.00
21.	Sangeeta Mahavirprasad Agarwal (On Behalf of ACE Investments, A Partnership Firm and Its Partners)	Non-Promoter	17,480	2,49,96,400.00
22.	Vijay Kishinchand Khanchandani (On Behalf of Arka Growth, A Partnership Firm and Its Partners)	Non-Promoter	13,990	2,00,05,700.00
23.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	12,821	1,83,34,030.00
24.	Shobha Businesses LLP	Non-Promoter	10,490	1,50,00,700.00
25.	Saurav Jain	Non-Promoter	10,489	1,49,99,270.00
26.	Reshma Manish Kukreja	Non-Promoter	10,468	1,49,69,240.00
27.	Sanjay Popatlal Jain	Non-Promoter	9,790	1,39,99,700.00
28.	Bhavesh Natwarlal Shah	Non-Promoter	9,325	1,33,34,750.00
29.	Abhisek Bhutra	Non-Promoter	8,740	1,24,98,200.00
30.	Chatarlal Jankilal Shah HUF	Non-Promoter	7,000	1,00,10,000.00
31.	Hansaben Chatarlal Shah	Non-Promoter	7,000	1,00,10,000.00
32.	Preetiben Kanaiyalal Shah	Non-Promoter	7,000	1,00,10,000.00
33.	Amit Munot HUF	Non-Promoter	6,995	1,00,02,850.00

Sr. No.	Name of Proposed Allottees	Category of Allottees	Maximum No. of Warrants to be allotted	Aggregate Consideration (in ₹)
34.	Mahesh Chain Khubchandani	Non-Promoter	6,990	99,95,700.00
35.	Arihant Futures and Commodities Limited	Non-Promoter	6,980	99,81,400.00
36.	Dharmanshu Bharat Shah	Non-Promoter	6,980	99,81,400.00
37.	Meghana Divyagnan Sarvaiya J.W. Divyagnan Bharat Sarvaiya	Non-Promoter	6,980	99,81,400.00
38.	Neepa N Shah	Non-Promoter	6,980	99,81,400.00
39.	Panna Resources Private Limited	Non-Promoter	6,980	99,81,400.00
40.	Praneet Maheshwari	Non-Promoter	6,980	99,81,400.00
41.	Punit Pirodia	Non-Promoter	6,980	99,81,400.00
42.	Ratlam Wires Private Limited	Non-Promoter	6,980	99,81,400.00
43.	Umesh Surendra Kamath	Non-Promoter	6,980	99,81,400.00
44.	Dhavalkumar Natwarlal Shah	Non-Promoter	4,667	66,73,810.00
45.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	4,662	66,66,660.00
46.	Setu Securities Private Limited	Non-Promoter	4,662	66,66,660.00
47.	Swati Goel	Non-Promoter	4,662	66,66,660.00
48.	Neelam Jain	Non-Promoter	4,660	66,63,800.00
49.	Nisha Rajeev Agrawal	Non-Promoter	3,500	50,05,000.00
50.	Kaupin Kiritkumar Shah (On Behalf of Mahadev Krupa Investments, A Partnership Firm and Its Partners)	Non-Promoter	3,490	49,90,700.00
51.	Rakesh Tarway	Non-Promoter	3,450	49,33,500.00
52.	Khyati Deepak Suba	Non-Promoter	2,790	39,89,700.00
53.	Vijay Ramvallabh Khetan	Non-Promoter	2,440	34,89,200.00
54.	Naveen Jain	Non-Promoter	2,090	29,88,700.00
55.	Khusrav Beji Bajan	Non-Promoter	1,750	25,02,500.00
56.	Krimali Bhavin Thakkar	Non-Promoter	1,750	25,02,500.00
57.	Pushpa Bherulal Choudhary	Non-Promoter	1,750	25,02,500.00
58.	Rudra Pratap	Non-Promoter	1,750	25,02,500.00
59.	Sanjay Gupta	Non-Promoter	1,750	25,02,500.00
60.	Sambhaw Kumar Jain	Non-Promoter	1,400	20,02,000.00
61.	Sandeep Kamalnayan Ajmera	Non-Promoter	1,400	20,02,000.00
62.	Ajay Jayram Prabhudesai	Non-Promoter	700	10,01,000.00
63.	Chaitali K Shah	Non-Promoter	700	10,01,000.00
64.	Deepak Agrawal	Non-Promoter	700	10,01,000.00
65.	Pritul Ranjeet Jain	Non-Promoter	700	10,01,000.00
66.	Rima Chintan Desai	Non-Promoter	700	10,01,000.00
67.	Aniruddha Anant Pandhare	Non-Promoter	350	5,00,500.00
68.	Manish Mahavir Bohra	Non-Promoter	350	5,00,500.00
69.	Sidhant Chetan Lodaya	Non-Promoter	350	5,00,500.00
70.	Smruti Pratik Khara	Non-Promoter	350	5,00,500.00
71.	Vaibhav Kishorbhai Gediya	Non-Promoter	350	5,00,500.00
		TOTAL	**30,35,711**	**4,34,10,66,730.00**

The proposed Preferential Issue will create financial flexibility for the Company, by providing access to equity-linked capital to adequately support the Company's ongoing capital requirements. The warrant-structure is designed to enable infusion of funds in phases across a period of time, in a manner which is insulated from market execution uncertainties, and simultaneously enables existing shareholders to benefit from efficient equity utilization in the interim period, and protection from immediate dilution. The Warrants being offered, to the Person belonging to Promoter Group of the Company and persons other than the promoters & promoter group in the Preferential Issue, are at an issue price of ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) per Warrant, each convertible into 1 (one) Equity Share, which is not less than the floor price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations.

Since, the Company is a listed company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI (ICDR) Regulations**"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ("**SEBI Takeover Regulations** ") (as amended), and other applicable provisions, if any, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the "**Stock Exchanges**") on which the Equity Shares of the Company having face value of ₹ 10.00 (Rupees Ten only) each are listed and traded and Sections 42 and 62(1)(c) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 ("**Applicable Laws**").

Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Chapter V of the SEBI (ICDR) Regulations and the Applicable Laws are as under.

It may be noted that;

1. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations;
2. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted up on conversion of Warrants shall be made fully paid up at the time of the allotment;
3. All equity shares of the Company held by the Proposed Allotees, if any, are in dematerialised form;
4. The Proposed Allottees have represented and declared to the Company that they haven't sold any equity Shares of the Company during the 90 (Ninety) trading days preceding the relevant date, being Tuesday, September 29, 2026. Further, no person belonging to promoter or the promoter group have sold or transferred any Equity Shares of the Company during the 90 (ninety) trading days preceding the relevant date, being Tuesday, September 29, 2026.
5. No person belonging to promoter or the promoter group has previously subscribed to warrants of the Company and has failed to exercise such warrants.
6. The Proposed Allottees have further confirmed that the Proposed Allottees shall be an entity eligible under SEBI (ICDR) Regulations to undertake the preferential issue;
7. The issue of Warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI (ICDR) Regulations and shall be made in a dematerialized form only;
8. The Company has obtained the Permanent Account Numbers of the proposed allottees;
9. Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
10. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI (ICDR) Regulations are not applicable;
11. Neither the Company nor its Directors or Promoters or allotees have been declared as wilful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI (ICDR) Regulations;
12. The Company does not have any outstanding dues to the SEBI, the Stock Exchanges or the Depositories;
13. The Company will make the application for in-principle approval to the Stock Exchanges, where its equity shares are listed, on the same day when the notice has been sent in respect of the EOGM seeking shareholders' approval by way of Special Resolutions; and
14. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchanges where the equity shares of the Company 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 SEBI thereunder.

A. Objects of the Preferential issue:

The Board of Directors at their meeting held on Monday, October 05, 2026 has approved the Preferential Issue. The net proceeds of the Preferential Issue of Warrants together with Preferential Issue of Equity Shares (as per Item No. 1 of this Notice) are proposed to be utilized in the following manner:

Sr. No.	Particulars	Amount to be raised through issue of Equity Shares – Equity Consideration (1) (₹ in Crore)	Amount to be raised through issue of Warrants – Warrant Consideration (2) (₹ in Crore)	Net Proceeds (3) (₹ in Crore)	Total Estimated amount of Deployment (₹ in Crore)	% of Net Proceed	Tentative timelines for utilization of Preferential Net Proceeds from the date of receipt of funds
1.	Expansion of Retail Network and Funding of Inventory Requirements	123.90	434.11	558.01	513.00	91.93%	On or before September 30, 2027
2.	General Corporate Purposes				45.01	8.07%	On or before September 30, 2027
	TOTAL	**123.90**	**434.11**	**558.01**	**558.01**	**100.00%**	

Notes:

1. *The Equity Consideration as per Item No. 1 of this Notice.*
2. *The Warrant Consideration as per Item No. 2 of this Notice*
3. *The Equity Consideration and the Warrant Consideration, together shall be referred as* ***Net Proceeds.***

While the amounts proposed to be utilised against each of the Objects have been specified above, there may be a deviation of +/- 10% (ten per cent) depending upon future circumstances in terms of NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022, given that the Objects are based on management estimates, and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company. Such factors may also result in modification to the tentative timelines for the deployment of the Issue Proceeds, and if the Net Proceeds are not utilized (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Net Proceeds shall be utilized in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws.

The Management shall have the flexibility to deploy and utilise the Net Proceeds towards the respective Objects of the Preferential Issue, based on the actual requirements of the Company, availability of funds, implementation requirements and prevailing business and market conditions. Accordingly, the actual utilisation of the Net Proceeds within each of the aforesaid Objects may vary from the estimated allocation indicated above, depending upon the actual expenditure and funding requirements arising during the implementation of the Objects. The amount allocated towards Expansion of Retail Network and Funding of Inventory Requirements shall, however, be utilised exclusively towards the establishment and operationalisation of new stores/showrooms and the procurement of inventory required for such stores/showrooms and related expenditure as more particularly described under the said Object, and shall not be utilised towards General Corporate Purposes. Similarly, the amount earmarked towards General Corporate Purposes shall be utilised for the purposes falling within the scope of the General Corporate Purposes Object, subject to the limits prescribed under applicable laws and regulations. Notwithstanding the foregoing, the amount proposed to be utilised towards General Corporate Purposes shall not exceed twenty-five percent (25%) of the aggregate amount raised by the Company through the Preferential Issue of Equity Shares and Warrants. The aforesaid flexibility is intended to enable the Company to efficiently deploy the aggregate Net proceeds raised through the Preferential Issue of equity shares and warrants in accordance with the actual requirements of the respective Objects, while ensuring that the Net proceeds allocated towards the Expansion of Retail Network and Funding of Inventory Requirements remain earmarked for the specific Object for which they have been allocated.

If the net proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining net proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned investments/expenditure and funding requirements and increasing or decreasing the investments/expenditure for a particular purpose from the planned investments/expenditure as may be determined by the Board, subject to compliance with applicable laws.

(a) Expansion of Retail Network and Funding of Inventory Requirements – up to ₹ 513.00 Crores

The Company proposes to utilise a portion of the Net Proceeds of the Preferential Issue towards strengthening and expanding its retail presence by establishing and operationalising additional Company-owned and Company-operated stores/showrooms across selected markets in India. The proposed expansion forms part of the Company's strategy to enhance its geographical presence, increase accessibility of its products to customers, strengthen its brand visibility and deepen its presence in markets offering potential for growth in demand for jewellery.

The Company has identified certain markets and locations for undertaking such retail expansion based on various commercial and operational considerations, including market potential, customer demographics, demand for jewellery, competitive landscape, availability and suitability of commercial premises, expected footfall, rental and establishment costs, proximity to existing stores, logistics and supply-chain considerations and the overall business potential of the respective market. The proposed stores/showrooms are expected to be established and operationalised in a phased manner, depending upon the availability of suitable premises, completion of requisite fit-outs and other related activities and prevailing business conditions.

The Net Proceeds proposed to be utilised towards this Object may be deployed for expenditure relating to the establishment and operationalisation of such stores/showrooms, including lease-related expenses, security deposits, advance rentals, civil and interior works, electrical and other fit-out works, fixtures, furniture, display infrastructure, signage, security and surveillance systems, store equipment, technology infrastructure and other expenses incidental and ancillary to establishing and commencing operations of the new stores/showrooms.

Further, considering the nature of the Company's business and the inventory-intensive nature of the jewellery retail business, a portion of the Net Proceeds shall also be utilised towards procurement and stocking of the initial inventory required for the new stores/showrooms proposed to be established under this expansion programme. Such inventory may include gold jewellery, diamond and other studded jewellery and other jewellery products and merchandise forming part of the Company's product portfolio. The availability of adequate inventory at the time of commencement of operations of each new store/showroom is essential to enable the Company to offer an appropriate range of products across various designs, categories, price points and customer preferences and to facilitate the commencement and smooth conduct of business operations from such stores/showrooms.

The actual number, size, format, configuration and timing of opening of the new stores/showrooms may vary depending upon market conditions, availability of suitable premises, commercial viability, customer demand, prevailing costs and other business and operational considerations. Accordingly, the Company may, from time to time, prioritise, defer, modify or re-sequence the establishment of particular stores/showrooms and may deploy the net proceeds towards such other stores/showrooms in selected markets as may be identified by the Company as part of its retail expansion programme, without materially changing the underlying purpose of this Object.

The Company believes that the proposed expansion of its retail network, together with the availability of adequate initial inventory at the new stores/showrooms, will enable it to enhance its geographical reach, improve customer accessibility, strengthen its market presence, increase its customer base and support the Company's revenue growth and long-term business objectives.

Accordingly, the Net Proceeds allocated towards this Object shall be utilised for establishment and operationalisation of new stores/showrooms and procurement of the initial inventory required for such stores/showrooms, including expenditure incidental, ancillary and consequential thereto.

(b) General Corporate Purposes – up to ₹ 45.01 Crores

The Company propose to deploy the balance Net proceeds aggregating up to ₹ 45.01 crores towards general corporate purposes, subject to such utilisation not exceeding 25% of the consideration received for allotment of Equity Shares and Warrants. The general corporate purposes for which we propose to utilize the proceeds of the Preferential Issue includes meeting day to day expenses which amongst other things includes, short-term working capital requirements, meeting any expense of the Company, including meeting any shortfall in capital expenditure to be incurred, salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties, servicing of borrowings including payment of interest, brand building and other marketing expenses, meeting expenses incurred in the ordinary course of business and towards any exigencies, and any other purpose as considered expedient and as approved periodically by the Board or a duly constituted committee thereof, subject to compliance with applicable law, including the necessary provisions of the Companies Act, 2013.

Interim Use of Issue Proceeds

The Company, in accordance with the provisions of applicable laws, and the policies formulated by our Board from time to time, will have flexibility to deploy the net proceeds of the Preferential Issue. Pending utilisation of the Net Proceeds, our Company shall invest such proceeds in one or more scheduled commercial banks by way of fixed deposits, or certificates of deposit, included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in money market instruments (creditworthy instruments, such as TREPS/ CROMS, T-Bills), as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

Monitoring of utilization of funds

a) Given that the issue size exceeds ₹ 100 Crores (Rupees One Hundred Crores only), in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company has appointed Brickwork Ratings India Private Limited, Credit Rating Agency (SEBI Regn No. IN/CRA/005/2008) as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI (ICDR) Regulations on a quarterly basis, till 100% (One Hundred Percent) of the issue proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI (ICDR) Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

B. Particulars of the Preferential Issue including terms of issue, date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and the Issue Price:

The Board of Directors at its meeting held on Monday, October 05, 2026 had approved to issue and allot in one or more tranche up to 30,35,711 (Thirty Lakh Thirty-Five Thousand Seven Hundred Eleven) Warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company of face value ₹ 10.00 (Rupees Ten only), for cash at an issue price of ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) per Warrant for an amount aggregating up to ₹ 4,34,10,66,730.00 (Rupees Four Hundred Thirty-Four Crore Ten Lakh Sixty-Six Thousand Seven Hundred Thirty only).

The Warrants shall be subject to the following terms and conditions apart from others as specified above, in the foregoing resolution and prescribed under applicable law:

(a) the Warrants shall be allotted in dematerialised form by the Company within a period of 15 (fifteen) days from the date of shareholders approval by way of special resolution, provided that where the allotment of any of the said Warrants is subject to receipt of any approval or permission from any of the regulatory authority or the Central Government, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions. The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the Proposed Allottees;

(b) the Warrants shall be subject to lock-in for such period as specified under Chapter V of the SEBI (ICDR) Regulations; and

(c) the consideration for the Preferential Issue shall be paid to the Company from the bank account of the Proposed Allottees, at the time of allotment of the Warrants.

C. Amount which the Company intends to raise by way of such securities:

The Company intends to raise up to ₹ 4,34,10,66,730.00 (Rupees Four Hundred Thirty-Four Crore Ten Lakh Sixty-Six Thousand Seven Hundred Thirty only) by way of issuance of up to 30,35,711 (Thirty Lakh Thirty-Five Thousand Seven Hundred Eleven) Warrants.

The Proposed Allottees shall pay an amount equivalent to 25% (twenty-five per cent) of the Subscription Price i.e., ₹ 357.50 (Rupees Three Hundred Fifty-Seven and Fifty Paise Only) ("**Warrant Subscription Price**") per Warrant, at the time of subscription to, and allotment of the Warrant. The balance 75% (seventy-five per cent) of the Subscription Price i.e., ₹ 1,072.50 (Rupees One Thousand Seventy-Two and Fifty Paise Only) ("**Warrant Exercise Price**") per Warrant shall be payable by the Proposed Allottees at the time of allotment of Equity Shares pursuant to exercise of Warrants to subscribe to the Equity Shares, from time to time.

The Equity Shares to be allotted on exercise of the Warrants shall be fully paid-up and shall rank pari-passu with the existing Equity Shares of the Company in all respects, including the payment of dividend and voting rights.

D. Issue Price and price band at/within which the allotment is proposed:

There shall be no price band. The Company proposes to offer, issue and allot up to 30,35,711 (Thirty Lakh Thirty-Five Thousand Seven Hundred Eleven) Warrants at an issue price of ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) per Warrant, which is not less than the floor

price determined as on the relevant date in accordance with Chapter V of the SEBI (ICDR) Regulations. Please refer to Point No. 'F' below in respect of the basis of determining the price of the Preferential Issue.

E. Relevant Date:

In terms of Regulation 161 of the SEBI (ICDR) Regulations, the relevant date for determining the floor price for this Preferential issue of Warrant is Tuesday, September 29, 2026 being the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. Thursday, October 29, 2026.

F. Basis on which the price would be arrived at:

The Equity Shares of the Company are listed on Stock Exchanges, viz., BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") and are frequently traded within the meaning of the explanation provided in Regulation 164(5) of Chapter V of SEBI (ICDR) Regulations. NSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI (ICDR) Regulations. The price per Warrant has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI (ICDR) Regulations, which shall be higher of:

c) the 90 trading days' volume weighted average price of the related Equity Shares of the Company quoted on NSE, preceding the relevant date, is ₹ 1,308.74 (Rupees One Thousand Three Hundred Eight and Seventy-Four Paise only) per Equity Share; or

d) The 10 trading days volume weighted average price of the related Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is ₹ 1,413.10 (Rupees One Thousand Four Hundred Thirteen and Ten Paise only) per Equity Share;

Further, Regulation 164(1) states that if the Articles of Association of the Company provides for a method of determination which results in Floor Price higher than determined under the SEBI (ICDR) Regulations, then the same also needs to be considered.

Articles of Association of the Company do not provide for any particular method of determination of floor price. However, Article No. 14(c) of the Articles of Association of the Company provides that the Company can issue shares to any persons, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62. Accordingly, the Company has obtained the Valuation Report from Abhinav Rajvanshi, Partner of R&A VALUATION LLP, Registered Valuer having their office at H-15 Chitranjan Marg, C-Scheme, Jaipur – 302 001and IBBI Registration Number-IBBI/RV/06/2019/11765 / ICAI RVO Reg. No. - ICAIRVO/06/RV-P00125/2019-2020 dated October 03, 2026. As per the Valuation Report, the Minimum Issue price in terms of Regulation 164(1) of the SEBI (ICDR) Regulations and Articles of Association of the Company is ₹ 1,413.10 (Rupees One Thousand Four Hundred Thirteen and Ten Paise only) per Equity Share (including a premium of ₹ 1,403.10 (Rupees One Thousand Four Hundred Three and Ten Paise only) per Equity Share). The copy of the Valuation Report has been hosted on the website of the Company which can be accessed at https://www.dpjewellers.com/media/corporate/investors-information/egm/EGM-dated_29.10.2026/Valuation%20Reportl%20Preferential%20Issue%202026-27.pdf under Investor tab.

Additionally, M/s. Prasad and Partners LLP (formerly known as ALAP & Co. LLP), Practicing Company Secretaries, having an office at 416, 4th Floor, Shreenathji Staff Co. Op. Soc. Ltd, Pushpam Complex, Opp. Seema Hall, 100 feet Ring Road, Satellite Jodhpur Char Rasta, Ahmedabad, Gujarat – 380 015, have issued a certificate dated October 05, 2026 in the prescribed format of BSE and a certificate dated October 06, 2026 in the prescribed format of NSE, certifying the aforesaid computation of price of the shares of the Company in accordance with Regulation 164(1) of the SEBI (ICDR) Regulations which are available at the website of the Company at https://www.dpjewellers.com/media/corporate/investors-information/egm/EGM-dated_29.10.2026/BSE%20PCS%20Certificate%20In%20Principle%20Pricing%20Certificate.pdf and https://www.dpjewellers.com/media/corporate/investors-information/egm/EGM-dated_29.10.2026/NSE%20PCS%20Certificate%20In%20Principle%20Pricing%20Certificate.pdf respectively.

Moreover, pursuant to Regulation 166A(1) of the SEBI (ICDR) Regulations, any preferential issue which may result in a change in control or allotment of more than five per cent of the post-issue fully diluted share capital of the issuer to an allottee or to allottees acting in concert shall require a valuation report from an independent registered valuer, and the issuer shall consider such valuation report for determining the price of the specified securities to be allotted. In this regard, the Company confirms that the proposed preferential issue will neither result in any change in control of the Company nor will any allottee or group of allottees acting in concert be allotted more than five per cent of the post-issue fully diluted Equity Share Capital of the Company. Accordingly, the requirement to obtain and consider a valuation report from an independent registered valuer pursuant to Regulation 166A of the SEBI (ICDR) Regulations is not applicable to the proposed preferential issue.

Further, given that the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days prior to the Relevant Date, the Company is not required to recompute the issue price as per regulation 164(3) of the SEBI (ICDR) Regulations.

Accordingly, the Company has decided to issue Warrants, each convertible into, or exchangeable for, 1 (One) fully paid-up equity share of the Company, proposed to be allotted on preferential basis to the Proposed Allottees at ₹ 1,430.00 (Rupees One Thousand Four Hundred Thirty Only) per Warrant being higher than the floor price computed in accordance with Chapter V of the SEBI (ICDR) Regulations.

The issue price shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI (ICDR) Regulations.

G. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:

Except (1) Mayank Ghota, Person belonging to Promoter Group of the Company, who intends to subscribe to Equity Shares as disclosed in Item No. 1 of this Notice, and (2) (i) Shree Jalaram Metals Private Limited, (ii) Muskan Lunawath, (iii) Sapana Pirodia, and (iv) Divya Kataria, all belonging to Promoter Group of the Company who intend to subscribe to Warrants as disclosed above, none of the other Promoters, Person belonging to Promoter Group, Directors, Key Managerial Personnel and Senior Management of the Company intend to subscribe the Equity Shares and / or Warrants pursuant to the aforementioned preferential issue. The Details of their intention to subscribe to the offer are given below;

Sr. No.	Name of Promoters, Person belonging to Promoter Group, Directors, Key Managerial Personnel or Senior Management	Type	No. of Equity Shares proposed to be subscribed	No. of Warrants proposed to be subscribed
1.	Mayank Ghota	Promoter Group	6,990	-

Sr. No.	Name of Promoters, Person belonging to Promoter Group, Directors, Key Managerial Personnel or Senior Management	Type	No. of Equity Shares proposed to be subscribed	No. of Warrants proposed to be subscribed
2.	Shree Jalaram Metals Private Limited	Promoter Group	-	6,36,500
3.	Muskan Lunawath	Promoter Group	-	20,950
4.	Sapana Pirodia	Promoter Group	-	20,950
5.	Divya Kataria	Promoter Group	-	20,950
		TOTAL	**6,990**	**6,99,350**

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

The allotment is proposed to be made to the Person belonging to Promoter Group of the Company ("**Promoter Group**") and persons other than the promoters & promoter group ("**Non-Promoter**").

I. Name of the Proposed Allottees, class and percentage of post Preferential Issue capital that may be held by them:

The name of Proposed Allottees, class and percentage of post Preferential Issue capital that may be held by them are given below:

Sr. No.	Name of Proposed Allottees	Class / Category	Post Issue – Equity*		Post Issue – Warrants*	
			No. of Shares	%	No. of Shares	%
1.	Mukul Mahavir Agrawal	Non-Promoter	-	0.00%	6,99,500	2.61%
2.	Shree Jalaram Metals Private Limited	Promoter Group	3,02,700	1.27%	9,39,200	3.51%
3.	Motilal Oswal Financial Services Limited	Non-Promoter	-	0.00%	5,24,450	1.96%
4.	Convivial Advisors LLP	Non-Promoter	-	0.00%	3,49,600	1.31%
5.	Rathi Ramkumar Hiralal HUF	Non-Promoter	1,86,450	0.78%	2,79,725	1.04%
6.	Ramesh Thakurdas Jaisinghani	Non-Promoter	-	0.00%	62,955	0.24%
7.	Divyanshi Agrawal	Non-Promoter	900	0.00%	49,850	0.19%
8.	Saranya Agrawal	Non-Promoter	-	0.00%	48,950	0.18%
9.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	69,931	0.29%	1,04,896	0.39%
10.	Hem Chand Jain	Non-Promoter	-	0.00%	34,965	0.13%
11.	Indu Jain	Non-Promoter	-	0.00%	34,965	0.13%
12.	Gaurav Jain	Non-Promoter	-	0.00%	34,965	0.13%
13.	Sonali Jain	Non-Promoter	-	0.00%	24,475	0.09%
14.	Jyotiprasad Taparia	Non-Promoter	46,620	0.20%	69,930	0.26%
15.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	46,600	0.20%	69,900	0.26%
16.	Garima Chordia	Non-Promoter	-	0.00%	20,985	0.08%
17.	Divya Kataria	Promoter Group	-	0.00%	20,950	0.08%
18.	Muskan Lunawath	Promoter Group	-	0.00%	20,950	0.08%
19.	Sapana Pirodia	Promoter Group	-	0.00%	20,950	0.08%
20.	Param M Agrawal	Non-Promoter	-	0.00%	17,480	0.07%
21.	Sangeeta Mahavirprasad Agarwal (On Behalf of ACE Investments, A Partnership Firm and Its Partners)	Non-Promoter	-	0.00%	17,480	0.07%
22.	Vijay Kishinchand Khanchandani (On Behalf of Arka Growth, A Partnership Firm and Its Partners)	Non-Promoter	-	0.00%	13,990	0.05%
23.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	36,131	0.15%	48,952	0.18%
24.	Shobha Businesses LLP	Non-Promoter	20,970	0.09%	31,460	0.12%
25.	Saurav Jain	Non-Promoter	-	0.00%	10,489	0.04%

Sr. No.	Name of Proposed Allottees	Class / Category	Post Issue – Equity*		Post Issue – Warrants*	
			No. of Shares	%	No. of Shares	%
26.	Reshma Manish Kukreja	Non-Promoter	-	0.00%	10,468	0.04%
27.	Sanjay Popatlal Jain	Non-Promoter	19,580	0.08%	29,370	0.11%
28.	Bhavesh Natwarlal Shah	Non-Promoter	21,650	0.09%	30,975	0.12%
29.	Abhisek Bhutra	Non-Promoter	-	0.00%	8,740	0.03%
30.	Chatarlal Jankilal Shah HUF	Non-Promoter	13,980	0.06%	20,980	0.08%
31.	Hansaben Chatarlal Shah	Non-Promoter	13,980	0.06%	20,980	0.08%
32.	Preetiben Kanaiyalal Shah	Non-Promoter	13,980	0.06%	20,980	0.08%
33.	Amit Munot HUF	Non-Promoter	6,995	0.03%	13,990	0.05%
34.	Mahesh Chain Khubchandani	Non-Promoter	-	0.00%	6,990	0.03%
35.	Arihant Futures and Commodities Limited	Non-Promoter	13,970	0.06%	20,950	0.08%
36.	Dharmanshu Bharat Shah	Non-Promoter	35,163	0.15%	42,143	0.16%
37.	Meghana Divyagnan Sarvaiya J.W. Divyagnan Bharat Sarvaiya	Non-Promoter	-	0.00%	6,980	0.03%
38.	Neepa N Shah	Non-Promoter	-	0.00%	6,980	0.03%
39.	Panna Resources Private Limited	Non-Promoter	13,970	0.06%	20,950	0.08%
40.	Praneet Maheshwari	Non-Promoter	-	0.00%	6,980	0.03%
41.	Punit Pirodia	Non-Promoter	1,42,380	0.60%	1,49,360	0.56%
42.	Ratlam Wires Private Limited	Non-Promoter	16,800	0.07%	23,780	0.09%
43.	Umesh Surendra Kamath	Non-Promoter	-	0.00%	6,980	0.03%
44.	Dhavalkumar Natwarlal Shah	Non-Promoter	12,320	0.05%	16,987	0.06%
45.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	8,625	0.04%	13,287	0.05%
46.	Setu Securities Private Limited	Non-Promoter	8,625	0.04%	13,287	0.05%
47.	Swati Goel	Non-Promoter	-	0.00%	4,662	0.02%
48.	Neelam Jain	Non-Promoter	9,320	0.04%	13,980	0.05%
49.	Nisha Rajeev Agrawal	Non-Promoter	-	0.00%	3,500	0.01%
50.	Kaupin Kiritkumar Shah (On Behalf of Mahadev Krupa Investments, A Partnership Firm and Its Partners)	Non-Promoter	2,000	0.01%	5,490	0.02%
51.	Rakesh Tarway	Non-Promoter	-	0.00%	3,450	0.01%
52.	Khyati Deepak Suba	Non-Promoter	-	0.00%	2,790	0.01%
53.	Vijay Ramvallabh Khetan	Non-Promoter	-	0.00%	2,440	0.01%
54.	Naveen Jain	Non-Promoter	-	0.00%	2,090	0.01%
55.	Khusrav Beji Bajan	Non-Promoter	-	0.00%	1,750	0.01%
56.	Krimali Bhavin Thakkar	Non-Promoter	-	0.00%	1,750	0.01%
57.	Pushpa Bherulal Choudhary	Non-Promoter	-	0.00%	1,750	0.01%
58.	Rudra Pratap	Non-Promoter	-	0.00%	1,750	0.01%
59.	Sanjay Gupta	Non-Promoter	-	0.00%	1,750	0.01%
60.	Sambhaw Kumar Jain	Non-Promoter	-	0.00%	1,400	0.01%
61.	Sandeep Kamalnayan Ajmera	Non-Promoter	-	0.00%	1,400	0.01%
62.	Ajay Jayram Prabhudesai	Non-Promoter	-	0.00%	700	0.00%
63.	Chaitali K Shah	Non-Promoter	-	0.00%	700	0.00%
64.	Deepak Agrawal	Non-Promoter	-	0.00%	700	0.00%
65.	Pritul Ranjeet Jain	Non-Promoter	-	0.00%	700	0.00%
66.	Rima Chintan Desai	Non-Promoter	-	0.00%	700	0.00%
67.	Aniruddha Anant Pandhare	Non-Promoter	30	0.00%	380	0.00%
68.	Manish Mahavir Bohra	Non-Promoter	-	0.00%	350	0.00%

Sr. No.	Name of Proposed Allottees	Class / Category	Post Issue – Equity*		Post Issue – Warrants*	
			No. of Shares	%	No. of Shares	%
69.	Sidhant Chetan Lodaya	Non-Promoter	-	0.00%	350	0.00%
70.	Smruti Pratik Khara	Non-Promoter	30	0.00%	380	0.00%
71.	Vaibhav Kishorbhai Gediya	Non-Promoter	-	0.00%	350	0.00%

** The post issue shareholding and percentage in the above table has been prepared on the basis that the proposed allottee(s) of equity / warrants will subscribe to all the equity / warrants which they are intent to do so and later all such warrants will be converted into equivalent equity shares. In the event for any reason, the proposed allottee(s) of equity / warrants do not or are unable to subscribe to and/or are not allotted the equity / warrants or resultant equity shares up on conversion of warrants, the shareholding and percentage in the above table would undergo corresponding changes. Additionally, 57,500 outstanding Employee Stock Options have been considered for arriving at percentage of post Preferential Issue.*

J. Shareholding Pattern before and after the proposed preferential issue:

Category of Shareholders		Pre-Issue (1)		Post Issue – Equity (2)		Post Issue – Warrants (3)	
		No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
A.	**Promoter & Promoter Group**						
	1. Indian						
	Individuals/ Hindu Undivided Family	1,67,93,044	73.56%	1,68,00,034	70.73%	1,68,62,884	62.95%
	Bodies Corporate	3,02,700	1.33%	302,700	1.27%	9,39,200	3.51%
	Sub Total (A)(1)	**1,70,95,744**	**74.89%**	**1,71,02,734**	**72.01%**	**1,78,02,084**	**66.46%**
	2. Foreign	0	0.00%	0	0.00%	0	0.00%
	Sub Total (A)(2)	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**
	Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**1,70,95,744**	**74.89%**	**1,71,02,734**	**72.01%**	**1,78,02,084**	**66.46%**
B.	**Non-promoters' holding (Public shareholding)**						
	1. Institutions (Domestic)						
	a. Alternate Investment Funds	498	0.00%	1,98,405	0.84%	2,46,191	0.92%
	b. Other Financial Institutions	0	0.00%	0	0.00%	0	0.00%
	Sub-Total (B) (1)	**498**	**0.00%**	**1,98,405**	**0.84%**	**2,46,191**	**0.92%**
	2. Institutions (Foreign)						
	a. Foreign Portfolio Investor Category I	42,778	0.19%	42,778	0.18%	42,778	0.16%
	b. Foreign Portfolio Investor Category II	86,864	0.38%	86,864	0.37%	86,864	0.32%
	Sub-Total (B) (2)	**1,29,642**	**0.57%**	**1,29,642**	**0.55%**	**1,29,642**	**0.48%**
	3. Central Government/State Government(s)/President of India	0	0.00%	0	0.00%	0	0.00%
	Sub-Total (B) (3)	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**
	4. Non-institutions						
	a. Individuals -						
	i. Individual shareholders holding nominal share capital up to Rupees 2 lakh.	17,75,154	7.78%	20,01,814	8.43%	20,85,182	7.78%
	ii. Individual shareholders holding nominal share capital in excess of Rupees 2 lakh.	24,98,343	10.94%	25,94,553	10.92%	37,24,088	13.90%
	b. NBFCs registered with RBI	0	0.00%	0	0.00%	0	0.00%
	c. Non-Resident Indian	24,679	0.11%	24,679	0.10%	24,679	0.09%
	d. Hindu Undivided Families	4,08,627	1.79%	6,36,334	2.68%	7,43,604	2.78%
	e. Any Other (Specify)						
	i. Bodies Corporate	6,63,159	2.91%	7,27,676	3.06%	12,77,728	4.77%
	ii. Partnership Firm / LLP	2,10,998	0.92%	3,14,941	1.33%	7,33,291	2.74%

Category of Shareholders		Pre-Issue (1)		Post Issue – Equity (2)		Post Issue – Warrants (3)	
		No. of Equity Shares	%	No. of Equity Shares	%	No. of Equity Shares	%
	iii. Clearing Member	21,076	0.09%	21,076	0.09%	21,076	0.08%
	Sub-Total (B) (4)	**56,02,036**	**24.54%**	**63,21,073**	**26.61%**	**86,09,648**	**32.14%**
	Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	**57,32,176**	**25.11%**	**66,49,120**	**27.99%**	**89,85,481**	**33.54%**
C.	**Shares held by Custodians and against which Depository Receipts have been issued**	0	0.00%	0	0.00%	0	0.00%
	Sub Total (C)	**0**	**0.00%**	**0**	**0.00%**	**0**	**0.00%**
	GRAND TOTAL (A)+(B)+(C)	**2,28,27,920**	**100.00%**	**2,37,51,854**	**100.00%**	**2,67,87,565**	**100.00%**

Notes:

1) *The Pre-Issue Shareholding Patterns is as on Friday, October 02, 2026.*

2) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Shares which they are intent to do so and after taking into consideration total 57,500 outstanding Employee Stock Options granted. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.*

3) *Considering Note 2 above, the post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) of Warrants will subscribe to all the Warrants and resultant equity shares which they are intent to do so and after taking into consideration total 57,500 outstanding Employee Stock Options granted. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Warrants or not get allotted equal no. of Equity Shares, the shareholding pattern in the above table would undergo corresponding changes.*

4) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*

5) *The Company will ensure compliance with all applicable laws and regulations including the SEBI (ICDR) Regulations at the time of allotment of equity shares of the Company.*

K. Proposed time within which the allotment shall be completed:

As required under Regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of Warrants within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders in the extra-ordinary general meeting, provided that where any approval or permission by any regulatory authority or Central Government is pending, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval or permission.

The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the Proposed Allottees.

L. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees:

Sr. No.	Name of Proposed Allottees	Category/ Class of proposed Allottees	Ultimate Beneficial Owner
1.	Mukul Mahavir Agrawal	Non-Promoter	Self
2.	Shree Jalaram Metals Private Limited	Promoter Group	Ratanlal Kataria Sumandevi Kataria
3.	Motilal Oswal Financial Services Limited	Non-Promoter	Not Applicable, since, Motilal Oswal Financial Services Limited is a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE338I01027)
4.	Convivial Advisors LLP	Non-Promoter	Navin Agarwal Shital Agarwal
5.	Rathi Ramkumar Hiralal HUF	Non-Promoter	Rahul Ramkumar Rathi Shobha Ramkumar Rathi
6.	Ramesh Thakurdas Jaisinghani	Non-Promoter	Self
7.	Divyanshi Agrawal	Non-Promoter	Self
8.	Saranya Agrawal	Non-Promoter	Self

Sr. No.	Name of Proposed Allottees	Category/ Class of proposed Allottees	Ultimate Beneficial Owner
9.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	Eterna Prima-Scheme I is a scheme of Eterna Investments I, A SEBI Registered Category III AIF With Registration No. IN/AIF3/25-26/2107. Eterna Advisors LLP is the Investment Manager. The Designated Partners of Eterna Advisors LLP are as follows: 1. Harshita Nirmal Jain (DPIN: 07283188) 2. Madhu Nirmal Jain (DPIN: 06759854) Below investors hold more than 10% beneficial interest in Eterna Prima-Scheme I 1. MNJ Ventures LLP 2. Nirmal Madhu Family Private Trust The details of ultimate beneficial owners of MNJ Ventures LLP and Nirmal Madhu Family Private Trust are as follows; 1. Nirmal Bhanwarlal Jain 2. Madhu Nirmal Jain
10.	Hem Chand Jain	Non-Promoter	Self
11.	Indu Jain	Non-Promoter	Self
12.	Gaurav Jain	Non-Promoter	Self
13.	Sonali Jain	Non-Promoter	Self
14.	Jyotiprasad Taparia	Non-Promoter	Self
15.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	Akash Soni Sangeeta Soni Nirmala Soni Nirmala Soni Om Prakash Soni
16.	Garima Chordia	Non-Promoter	Self
17.	Divya Kataria	Promoter Group	Self
18.	Muskan Lunawath	Promoter Group	Self
19.	Sapana Pirodia	Promoter Group	Self
20.	Param M Agrawal	Non-Promoter	Self
21.	Sangeeta Mahavirprasad Agarwal (On Behalf of ACE Investments, A Partnership Firm and Its Partners)	Non-Promoter	Sangeeta Mahavirprasad Agarwal Hardik Pradeep Agrawal
22.	Vijay Kishinchand Khanchandani (On Behalf of Arka Growth, A Partnership Firm and Its Partners)	Non-Promoter	Vijay Kishinchand Khanchandani Monisha Vijay Khanchandani
23.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	Finavenue Growth Fund is a scheme of Finavenue Capital Trust, A SEBI Registered Category III AIF With Registration No. IN/AIF3/23-24/1293. A9 Finsight Private Limited is the Investment Manager. The Board of Directors of A9 Finsight Private Limited are as follows: 1. Madhusudan Narayanlal Sarda (DIN: 00012977) 2. Anil Parakh (DIN: 01124855) 3. Aakriti Anant Shrishrimal (DIN: 06511279) None of the investor holds more than 10% beneficial interest in Finavenue Growth Fund.
24.	Shobha Businesses LLP	Non-Promoter	Neha Agarwal Shweta Agrawal Janki Prasad Agarwal Vishal Agarwal Rucheta Sharma
25.	Saurav Jain	Non-Promoter	Self
26.	Reshma Manish Kukreja	Non-Promoter	Self
27.	Sanjay Popatlal Jain	Non-Promoter	Self

Sr. No.	Name of Proposed Allottees	Category/ Class of proposed Allottees	Ultimate Beneficial Owner
28.	Bhavesh Natwarlal Shah	Non-Promoter	Self
29.	Abhisek Bhutra	Non-Promoter	Self
30.	Chatarlal Jankilal Shah HUF	Non-Promoter	Chatarlal Jankilal Shah Hansaben Chatarlal Shah Jeet Chatarlal Shah
31.	Hansaben Chatarlal Shah	Non-Promoter	Self
32.	Preetiben Kanaiyalal Shah	Non-Promoter	Self
33.	Amit Munot HUF	Non-Promoter	Amit Munot Neelam Munot Ayush Munot
34.	Mahesh Chain Khubchandani	Non-Promoter	Self
35.	Arihant Futures and Commodities Limited	Non-Promoter	Not Applicable, since, Arihant Futures and Commodities Limited is wholly owned subsidiary of Arihant Capital Markets Limited, a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE420B01036), no further disclosure is required.
36.	Dharmanshu Bharat Shah	Non-Promoter	Self
37.	Meghana Divyagnan Sarvaiya J.W. Divyagnan Bharat Sarvaiya	Non-Promoter	Meghana Divyagnan Sarvaiya Divyagnan Bharat Sarvaiya
38.	Neepa N Shah	Non-Promoter	Self
39.	Panna Resources Private Limited	Non-Promoter	Anoop Kataria Pankaj Kataria
40.	Praneet Maheshwari	Non-Promoter	Self
41.	Punit Pirodia	Non-Promoter	Self
42.	Ratlam Wires Private Limited	Non-Promoter	Chandadevi Kataria Arun Kataria Rakhi Kataria
43.	Umesh Surendra Kamath	Non-Promoter	Self
44.	Dhavalkumar Natwarlal Shah	Non-Promoter	Self
45.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	Bhanumati Arvind Shah Arvind Ravji Shah
46.	Setu Securities Private Limited	Non-Promoter	Geeta Chetan Shah Chetan Rasiklal Shah
47.	Swati Goel	Non-Promoter	Self
48.	Neelam Jain	Non-Promoter	Self
49.	Nisha Rajeev Agrawal	Non-Promoter	Self
50.	Kaupin Kiritkumar Shah (On Behalf of Mahadev Krupa Investments, A Partnership Firm and Its Partners)	Non-Promoter	Kaupin K Shah Namrata Raghunath Dalvi Dhanbahadur Dalbahadur Tamrakar Manishkumar T Tamrakar Lal Gore Tirawa Dev Narayan Paswan Kamlesh Barsatiram Gautam Kalim Hakim Ansari Lambu Paswan Mehek A Kukreja Nisha Rajeev Agrawal Rinku Sandeep Ajmera Vaibhav Kishorbhai Gediya Manish Mahavir Bohra
51.	Rakesh Tarway	Non-Promoter	Self
52.	Khyati Deepak Suba	Non-Promoter	Self

Sr. No.	Name of Proposed Allottees	Category/ Class of proposed Allottees	Ultimate Beneficial Owner
53.	Vijay Ramvallabh Khetan	Non-Promoter	Self
54.	Naveen Jain	Non-Promoter	Self
55.	Khusrav Beji Bajan	Non-Promoter	Self
56.	Krimali Bhavin Thakkar	Non-Promoter	Self
57.	Pushpa Bherulal Choudhary	Non-Promoter	Self
58.	Rudra Pratap	Non-Promoter	Self
59.	Sanjay Gupta	Non-Promoter	Self
60.	Sambhaw Kumar Jain	Non-Promoter	Self
61.	Sandeep Kamalnayan Ajmera	Non-Promoter	Self
62.	Ajay Jayram Prabhudesai	Non-Promoter	Self
63.	Chaitali K Shah	Non-Promoter	Self
64.	Deepak Agrawal	Non-Promoter	Self
65.	Pritul Ranjeet Jain	Non-Promoter	Self
66.	Rima Chintan Desai	Non-Promoter	Self
67.	Aniruddha Anant Pandhare	Non-Promoter	Self
68.	Manish Mahavir Bohra	Non-Promoter	Self
69.	Sidhant Chetan Lodaya	Non-Promoter	Self
70.	Smruti Pratik Khara	Non-Promoter	Self
71.	Vaibhav Kishorbhai Gediya	Non-Promoter	Self

M. Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects:

Except contribution proposed to be made by (1) Mayank Ghota, Person belonging to Promoter Group of the Company, who intends to subscribe to Equity Shares as disclosed in Item No. 1 of this Notice, and (2) (i) Shree Jalaram Metals Private Limited, (ii) Muskan Lunawath, (iii) Sapana Pirodia, and (iv) Divya Kataria, all belonging to Promoter Group of the Company who intend to subscribe to Warrants as disclosed above, no contribution is being made by the any other Promoters or Directors either as part of the offer or separately in furtherance of the objects. Please refer to Point No. 'G' above in respect of 'Contribution being made by the promoters or Directors.

N. Principle terms of assets charged as securities:

Not Applicable

O. Listing:

The Company will make applications to the Stock Exchanges at which the existing Equity Shares are already listed, for listing of the Equity Shares allotted pursuant to the exercise of Warrants, as and when applicable. For the avoidance of doubt, the Warrants shall not be listed on the Stock Exchanges, but the Equity Shares that are allotted upon exercise of the Warrants shall be listed on the Stock Exchanges, upon approval of the Stock Exchanges in this regard.

P. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Warrants and resultant equity shares under the Preferential Issue is for cash consideration.

Q. Change in control if any consequent to preferential issue:

There will be no change in control and/or management of the Company consequent to this Preferential Issue. Furthermore, the proposed Preferential Issue does not trigger any obligation to make an open offer under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

R. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the period from April 01, 2026 till the date of this Notice, the Company has not made any preferential issue of any securities.

S. Lock-in period:

The Warrants allotted pursuant to the Preferential Issue, and the Equity Shares to be allotted on exercise of such Warrants shall be subject to lock-in for such periods as specified in Regulations 167 of SEBI (ICDR) Regulations. Further, entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of allotment of warrants.

T. Certificate from Practicing Company Secretaries:

A certificate from M/s. Prasad and Partners LLP (formerly known as ALAP & Co. LLP), Practicing Company Secretaries, having an office at 416, 4th Floor, Shreenathji Staff Co. Op. Soc. Ltd, Pushpam Complex, Opp. Seema Hall, 100 feet Ring Road, Satellite Jodhpur Char Rasta, Ahmedabad, Gujarat – 380 015, certifying that the issue of warrants on preferential basis is being made in accordance with requirements of the Chapter V of the SEBI (ICDR) Regulations. The same shall be available for inspection at the Registered Office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. (IST) to 5:00 P.M. (IST) up to the date of Extra Ordinary General Meeting. The copy of the same has been hosted on the website of the Company at https://www.dpjewellers.com/media/corporate/investors-information/egm/EGM-dated_29.10.2026/PCS%20Certificate%20Warrants%20ICDR%20Compliance%20-%20Preferential%20Issue%202026-27.pdf.

U. Disclosures as per Regulation 163(1)(j) pertaining to the current and proposed status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:

The current and proposed status of the Proposed Allottees post the preferential issue is as under:

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status
1.	Mukul Mahavir Agrawal	Non-Promoter	Non-Promoter
2.	Shree Jalaram Metals Private Limited	Promoter Group	Promoter Group
3.	Motilal Oswal Financial Services Limited	Non-Promoter	Non-Promoter
4.	Convivial Advisors LLP	Non-Promoter	Non-Promoter
5.	Rathi Ramkumar Hiralal HUF	Non-Promoter	Non-Promoter
6.	Ramesh Thakurdas Jaisinghani	Non-Promoter	Non-Promoter
7.	Divyanshi Agrawal	Non-Promoter	Non-Promoter
8.	Saranya Agrawal	Non-Promoter	Non-Promoter
9.	Eterna Prima-Scheme I (Scheme of Eterna Investments I, Category III AIF)	Non-Promoter	Non-Promoter
10.	Hem Chand Jain	Non-Promoter	Non-Promoter
11.	Indu Jain	Non-Promoter	Non-Promoter
12.	Gaurav Jain	Non-Promoter	Non-Promoter
13.	Sonali Jain	Non-Promoter	Non-Promoter
14.	Jyotiprasad Taparia	Non-Promoter	Non-Promoter
15.	Akash Soni (On Behalf of Shree Ram Industries, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter
16.	Garima Chordia	Non-Promoter	Non-Promoter
17.	Divya Kataria	Promoter Group	Promoter Group
18.	Muskan Lunawath	Promoter Group	Promoter Group
19.	Sapana Pirodia	Promoter Group	Promoter Group
20.	Param M Agrawal	Non-Promoter	Non-Promoter
21.	Sangeeta Mahavirprasad Agarwal (On Behalf of ACE Investments, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter
22.	Vijay Kishinchand Khanchandani (On Behalf of Arka Growth, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter
23.	Finavenue Growth Fund (Scheme of Finavenue Capital Trust, Category III AIF)	Non-Promoter	Non-Promoter
24.	Shobha Businesses LLP	Non-Promoter	Non-Promoter
25.	Saurav Jain	Non-Promoter	Non-Promoter
26.	Reshma Manish Kukreja	Non-Promoter	Non-Promoter
27.	Sanjay Popatlal Jain	Non-Promoter	Non-Promoter
28.	Bhavesh Natwarlal Shah	Non-Promoter	Non-Promoter
29.	Abhisek Bhutra	Non-Promoter	Non-Promoter

Sr. No.	Name of Proposed Allottees	Current Status	Proposed Status
30.	Chatarlal Jankilal Shah HUF	Non-Promoter	Non-Promoter
31.	Hansaben Chatarlal Shah	Non-Promoter	Non-Promoter
32.	Preetiben Kanaiyalal Shah	Non-Promoter	Non-Promoter
33.	Amit Munot HUF	Non-Promoter	Non-Promoter
34.	Mahesh Chain Khubchandani	Non-Promoter	Non-Promoter
35.	Arihant Futures and Commodities Limited	Non-Promoter	Non-Promoter
36.	Dharmanshu Bharat Shah	Non-Promoter	Non-Promoter
37.	Meghana Divyagnan Sarvaiya J.W. Divyagnan Bharat Sarvaiya	Non-Promoter	Non-Promoter
38.	Neepa N Shah	Non-Promoter	Non-Promoter
39.	Panna Resources Private Limited	Non-Promoter	Non-Promoter
40.	Praneet Maheshwari	Non-Promoter	Non-Promoter
41.	Punit Pirodia	Non-Promoter	Non-Promoter
42.	Ratlam Wires Private Limited	Non-Promoter	Non-Promoter
43.	Umesh Surendra Kamath	Non-Promoter	Non-Promoter
44.	Dhavalkumar Natwarlal Shah	Non-Promoter	Non-Promoter
45.	Bhanumati Arvind Shah J.W. Arvind Ravji Shah	Non-Promoter	Non-Promoter
46.	Setu Securities Private Limited	Non-Promoter	Non-Promoter
47.	Swati Goel	Non-Promoter	Non-Promoter
48.	Neelam Jain	Non-Promoter	Non-Promoter
49.	Nisha Rajeev Agrawal	Non-Promoter	Non-Promoter
50.	Kaupin Kiritkumar Shah (On Behalf of Mahadev Krupa Investments, A Partnership Firm and Its Partners)	Non-Promoter	Non-Promoter
51.	Rakesh Tarway	Non-Promoter	Non-Promoter
52.	Khyati Deepak Suba	Non-Promoter	Non-Promoter
53.	Vijay Ramvallabh Khetan	Non-Promoter	Non-Promoter
54.	Naveen Jain	Non-Promoter	Non-Promoter
55.	Khusrav Beji Bajan	Non-Promoter	Non-Promoter
56.	Krimali Bhavin Thakkar	Non-Promoter	Non-Promoter
57.	Pushpa Bherulal Choudhary	Non-Promoter	Non-Promoter
58.	Rudra Pratap	Non-Promoter	Non-Promoter
59.	Sanjay Gupta	Non-Promoter	Non-Promoter
60.	Sambhaw Kumar Jain	Non-Promoter	Non-Promoter
61.	Sandeep Kamalnayan Ajmera	Non-Promoter	Non-Promoter
62.	Ajay Jayram Prabhudesai	Non-Promoter	Non-Promoter
63.	Chaitali K Shah	Non-Promoter	Non-Promoter
64.	Deepak Agrawal	Non-Promoter	Non-Promoter
65.	Pritul Ranjeet Jain	Non-Promoter	Non-Promoter
66.	Rima Chintan Desai	Non-Promoter	Non-Promoter
67.	Aniruddha Anant Pandhare	Non-Promoter	Non-Promoter
68.	Manish Mahavir Bohra	Non-Promoter	Non-Promoter
69.	Sidhant Chetan Lodaya	Non-Promoter	Non-Promoter
70.	Smruti Pratik Khara	Non-Promoter	Non-Promoter
71.	Vaibhav Kishorbhai Gediya	Non-Promoter	Non-Promoter

V. Undertaking:

The Company undertakes to re-compute the price of the relevant securities in terms of provision of SEBI (ICDR) Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the relevant securities to be allotted shall continue to be locked- in till the time such amount is paid by the Proposed Allottees.

W. Particulars of the issue including material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities, etc:

Details of the securities to be issued, material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities, in relation to the preferential allotment, and details of the Proposed Allottees are as set out in the previous paragraphs.

Pursuant to Section 62(1)(c) of the Companies Act, 2013, further equity shares may be issued to persons other than the existing members of the Company as specified in Section 62(1)(a) of the Companies Act, 2013, provided that the members of the Company approve the issue of such equity shares by means of a special resolution.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after the approval of its shareholders by way of a special resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a special resolution needs to be passed by shareholders of a listed company prior to issue of specified securities on preferential basis.

The resolutions and the terms stated therein and in the explanatory statement hereinabove shall be subject to the guidelines/ regulations issued/ to be issued by the Government of India or the Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other regulatory/ statutory authorities in that behalf and the Board shall have the absolute authority to modify the terms contained herein or in the said resolution, if required by the aforesaid regulatory/ statutory authorities or in case they do not confirm with the SEBI (ICDR) Regulations including any amendment, modification, variation or re-enactment thereof.

The approval of the members is being sought to enable the Board to issue and allot the Warrants on a preferential/ private placement basis, to the extent and in the manner as set out in the resolutions and the explanatory statement.

Except to the extent of their subscription to the Warrants as stated in Point No. ‘G’ and their respective shareholding in the Company, if any, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolutions.

The Board accordingly recommends the resolution set forth at Item no. 2 for approval of the members as a Special Resolutions.

Registered Office:
138 Chandani Chowk, Ratlam,
Madhya Pradesh, India, 457001

By order of the Board of Directors,
D. P. Abhushan Limited

Sd/-

Atika Jain
Company Secretary
Membership No. A76622

Place: Ratlam
Date: 06/10/2026