



**KHAZANCHI JEWELLERS LIMITED**

"No.130, NSC Bose road, Sowcarpet, Chennai – 600 079

Ph: 044-42015915, [www.khazanchi.co.in](http://www.khazanchi.co.in) , E-mail: [info@khazanchi.co.in](mailto:info@khazanchi.co.in)

**CIN: U36911TN1996PLC034918**

**In view of prevailing MCA Circulars on postal ballot process, the voting on the resolutions covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.**

**NOTICE OF POSTAL BALLOT**

*(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)*

Dear Members,

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Khazanchi Jewellers Limited ("the Company") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice. In terms of the requirements specified in the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, February 02, 2024 (the 'cut-off date')** and whose e-mail addresses are registered with the Company / Depositories.

The Board has appointed Mr.Pankaj Mehta (ACS 29407 and CP No. 10598), partner of A.K.Jain & Associates, Practicing Company Secretaries Chennai to act as the Scrutinizer, to scrutinize the e-voting process and to conduct the Postal Ballot in a fair and transparent manner.

The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing e-voting facility to all its members, pursuant to Section 108 of the Act read with Rule 20 of the Rules, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and aforementioned MCA Circulars. The Postal Ballot Notice can also be accessed from the websites of the Company, i.e. [www.khazanchi.co.in](http://www.khazanchi.co.in), Stock Exchange, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and will also be available on the website of CDSL.

## **SPECIAL BUSINESS**

### **1. VARIATION IN UTILIZATION OF ISSUE PROCEEDS FOR THE OBJECTS MENTIONED IN THE PROSPECTUS DATED JULY 15 2023**

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

**"RESOLVED THAT** pursuant to the provisions of Section 27 read with Section 13 (8) of the Companies Act, 2013 read with the rules made thereunder including Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Regulation 32 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and all other necessary applicable provisions under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time and subject to the necessary approvals, if any required, the consent of the Members be and is hereby accorded for the variation in utilization of initial public offering ("**IPO**") proceeds to an extent of ₹ 1915.71 Lakhs (19.80% of the Total IPO Proceeds) within the Objects of Issue mentioned in the Prospectus dated July 15, 2023 ("**Prospectus**") filed with the Registrar of Companies, Chennai for the purpose of raising money through IPO. The variation will be as follows:

(Rs. in Lakhs)

Original Object	Original Allocation (Rs.)	Funds Utilized (Rs.)	Balance amount (Rs.)	Amount of Variation, If any (Rs.)	Amount proposed to be altered within the objects (Rs.)
a. Estimated Capital Expenditure for the new showroom	862.23	146.52 (Note NO.1)	715.71	715.71	Rs.715.71 Lakhs will be utilized towards working capital requirements of the company
b. Estimated Inventory cost for the new showroom	2,000.00	2,000.00 <sup>#</sup>	-	Nil	Nil
c. Augmenting the working capital requirements of the existing operations	5,500.00	5,500.00	-	Nil	Nil

d. General Corporate Purposes	1,200.00	0.00	1200.00*	1200.00*	Rs.1200.00/-Lakhs will be utilized towards working capital requirements of the company
e. IPO Expenses	111.77	111.77	-	Nil	Nil
<b>Total</b>	<b>9674.00</b>	<b>7758.29</b>	<b>1915.71*</b>	<b>1915.71*</b>	<b>1915.71</b>

*\*Out of the Unutilized amount of Rs. 1915.71 Lakhs, the Board of Directors of the company has approved vide its circular resolution dated 15<sup>th</sup> September, 2023 that the fund to the tune of Rs.650 Lakhs can be utilized for working capital requirements of the company for the interim period till the actual use of the amount for the purpose mentioned in the prospectus. Accordingly, the amount of Rs.650 Lakhs has already been utilized for the working capital requirement and the balance amount of Rs. 550 Lakhs was deposited in the HDFC bank and has been adjusted against outstanding CC Limit thereby saving interest cost for the temporary period.*

*No amount will be utilized for General Corporate Purposes in the present scenario since there is a sudden increase in the sales and requirement of more working capital to cater such demand, subject to approval of members the fund raised for General Corporate Purposes shall be utilized for Working capital requirements of the company.*

*#The amount has been utilized for the inventory in the current showroom to generate more revenue in the business as envisaged since the new showroom is yet to be operational.*

*Note No. 1: The Company will require additional funds of ₹ 715.71 lakhs to achieve this Object (Estimated Capital Expenditure for the new showroom) which will be generated through internal accruals.*

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary to comply with the provisions of Section 27 of the Companies Act, 2013 and Rules made thereunder, for the time being in force, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions for the purpose of giving effect to this resolution.”

**Place:** Chennai  
**Date:** February 05, 2024

**For and on behalf of the Board of Directors**  
**Khazanchi Jewellers Limited**

**Sakshi Jain**  
**Compliance Officer and Company Secretary**  
**Membership No.: A68478**

**Notes:**

1.The explanatory statement pursuant to Section 102 read with Section 110 of the act and Secretarial Standard-2 on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution set forth in the Notice is annexed to and forms part of this Notice.

2.This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on **Friday February 02, 2024** (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.

In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The requirements provided under Rule 20 of the Rules relating to e-voting shall be applicable mutatis mutandis for passing of Resolution through Postal Ballot by voting through electronic means (“remote e-voting”). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.

3. For voting through remote e-voting as per the facilities arranged by the Company, members are requested to read the instructions in the Notes under the section “Process and manner of voting electronically using CDSL e-voting system” of this Notice.

4. In accordance with the MCA and SEBI Circulars, the Company is sending this Notice for Postal Ballot to the members in electronic form only. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. In line with the MCA Circulars, Postal Ballot notice will be available on the website of the Company at [www.khazanchi.co.in](http://www.khazanchi.co.in) . The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and will also be available on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the remote e-voting facility) [www.evotingindia.com](http://www.evotingindia.com)

5. The Notice is being sent only through electronic mode to those members whose names appear in the Register of Members / Beneficial Owners as received from NSDL and CDSL as on Friday, February 02, 2024 and whose e-mail IDs are registered with the Company / Depositories (NSDL/CDSL). Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the RTA of the Company, M/s Cameo Corporate Services Limited at [investors@cameoindia.com](mailto:investors@cameoindia.com) with details of folio number and attaching a self-attested copy of PAN card.

6. In accordance with the MCA Circulars, Members can vote only through the remote e- voting process. Members whose names appear on the Register of Members/Register of Beneficial Owners as on cut-off date i.e. **Friday, February 02, 2024**, will only be considered for the purpose of e-voting. A person who is not a member as on the cut-off date should treat this notice of Postal Ballot for information purpose only.

7. The remote e-voting period will commence **from 9.00 a.m. on Friday, February 09th, 2024 and ends at 5.00 p.m. on Saturday, March 09th, 2024**. The remote e-voting module shall be disabled by CDSL for voting thereafter. The members as per para (6) above, are therefore requested to give their assent / dissent for the resolutions contained in this notice by remote e-voting during the time period mentioned above. Votes cast during the above time schedule will only be eligible for being considered. In case vote is not cast during the above time schedule it will be strictly considered that no vote has been received from the shareholder. The vote in this postal ballot cannot be exercised through proxy.
8. The Company has, in compliance with Rule 22 (5) of the Rules, appointed Sri.Pankaj Mehta (ACS 29407 and CP No. 10598), partner of A.K.Jain & Associates, Practicing Company Secretaries Chennai, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.
9. The Scrutinizer after the conclusion of the remote e-voting on **Saturday, March 09th, 2024**, will submit the Consolidated Scrutinizer's Report within the prescribed time to the Chairman of the Company or any other person authorized by him in writing upon completion of the scrutiny of the votes cast through remote e-voting.
10. The Result of the Postal Ballot will be announced by the Chairman of the Company or any other person authorized by him.
11. The Results declared along with the report of the scrutinizer shall be placed on the website of the Company at [www.khazanchi.co.in](http://www.khazanchi.co.in) ,website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and will also be available on the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) .
12. Resolution passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
13. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the Equity Shares registered in the name of the members as on **Friday, February 02, 2024**. Once the vote is cast on the Resolution, it cannot be modified.
14. In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the Resolution through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
15. The Resolutions, if passed by the requisite majority shall be deemed to have been passed on **Saturday, March 09, 2024**, the last date specified for receipt of votes through the e-voting process.
16. The vote in this Postal Ballot cannot be exercised through proxy.
17. Relevant documents, if any, referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection via electronic mode from the date of circulation of this Notice upto the last date of remote e-voting.

Members seeking to inspect such documents can send an email to [cs@khazanchi.co.in](mailto:cs@khazanchi.co.in)

18. Members may send their queries related to item included in the Postal Ballot notice on the email [cs@khazanchi.co.in](mailto:cs@khazanchi.co.in) from their registered email address, mentioning their name, folio number / DP ID-Client ID as applicable, mobile number, copy of PAN Card.

19. The instructions for Shareholders for e-voting are as under:

a) Pursuant to the provisions of Section 108 of the Act and Rules made thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the members facility to exercise their right to vote through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

b) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. The details of the process and manner for remote e-voting is explained herein below

c) Procedure of login for Individual shareholders holding the securities in demat mode and access remote e-voting as devised by Depositories / Depository Participants are given below:

#### **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on from 9.00 a.m. on Friday, February 09th, 2024 and ends at 5.00 p.m. on Saturday, March 09th, 2024. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 02<sup>nd</sup> February, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at</li> </ol>

	<p>cDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on</p>



login through their <b>Depository Participants (DP)</b>	company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in</b>
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	<b>Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [akjainassociates@gmail.com](mailto:akjainassociates@gmail.com), [cs@khazanchi.co.in](mailto:cs@khazanchi.co.in), [info@khazanchi.co.in](mailto:info@khazanchi.co.in) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no.1800 22 55 33.

## EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to the board resolution dated 16<sup>th</sup> May, 2023 and the Special resolution passed in the Extra-Ordinary General Meeting (“EGM”) by the shareholders of the Company held on 26<sup>th</sup> May, 2023 the Company had raised Rs. 9674.00 Lakhs from the public via IPO of its equity shares (the ‘Issue’) for the following purposes in the table given below. The Company intends to vary the Objects of the Issue as referred to in the Prospectus dated 15<sup>th</sup> July, 2023 as explained in the table given below read along with the notes.

(Rs. in Lakhs)

Original Object	Original Allocation (Rs.)	Funds Utilized (Rs.)	Balance amount (Rs.)	Amount of Variation, If any (Rs.)	Amount proposed to be altered within the objects (Rs.)
a. Estimated Capital Expenditure for the new showroom	862.23	146.52 (Refer Note no.1)	715.71	715.71	Rs.715.71 Lakhs will be utilized towards working capital requirements of the company
b. Estimated Inventory cost for the new showroom	2,000.00	2,000.00 <sup>#</sup>	-	Nil	Nil
c. Augmenting the working capital requirements of the existing operations	5,500.00	5,500.00	-	Nil	Nil
d. General Corporate Purposes	1,200.00	0.00	1200.00*	1200.00*	Rs.1200.00/-Lakhs will be utilized towards working capital requirements of the company
e. IPO Expenses	111.77	111.77	-	Nil	Nil
<b>Total</b>	<b>9674.00</b>	<b>7758.29</b>	<b>1915.71*</b>	<b>1915.71*</b>	<b>1915.71</b>

*\*Out of the Unutilized amount of Rs. 1915.71 Lakhs, the Board of Directors of the company has approved vide its circular resolution dated 15<sup>th</sup> September, 2023 that the fund to the tune of Rs.650 Lakhs can be utilized for working capital requirements of the company for the interim period till the actual use of the amount for the purpose mentioned in the prospectus. Accordingly, the amount of Rs.650 Lakhs has already been utilized for the working capital requirement and the balance amount of Rs. 550 Lakhs was deposited in the HDFC bank and has been adjusted against outstanding CC Limit thereby saving interest cost for the temporary period.*

No amount will be utilized for General Corporate Purposes in the present scenario since there is a sudden increase in the sales and requirement of more working capital to cater such demand, subject to approval of members the fund raised for General Corporate Purposes shall be utilized for Working capital requirements of the company.

<sup>#</sup>The amount has been utilized for the inventory in the current showroom to generate more revenue in the business as envisaged since the new showroom is yet to be operational.

Note No. 1: The Company will require additional funds of ₹ 715.71 lakhs to achieve this Object (Estimated Capital Expenditure for the new showroom) which will be generated through internal accruals.

1	The Original Purpose/object of the issue	a. Estimated Capital Expenditure for the new showroom – Rs. 862.23 Lakhs b. Estimated Inventory cost for the new showroom - Rs. 2000.00 Lakhs c. Augmenting the working capital requirements of the existing operations – Rs. 5500.00 Lakhs d. General Corporate Purposes – Rs. 1200.00 Lakhs e. Public issue expenses – Rs.111.77 Lakhs
2	Total Money raised	Rs. 9,674.00 Lakhs
3	The Money utilised for the objects stated in the prospectus	Rs. 7,758.29 Lakhs
4	The extent of achievement of proposed objects (that is fifty percent, sixty percent, etc)	80.20%
5	The unutilized amount out of the money so raised through prospectus	Rs.1915.71 Lakhs (Includes 650.00 Lakhs already utilized for working capital as interim use).
6	The Particulars of the proposed variation in the terms of contracts referred to in the prospectus or objects for which prospectus was issued	Refer to the 'Amount of Variation' and 'Amount proposed to be altered within the objects' given in the table above.
7	The reason and justification for seeking variation	Due to increase in the growth of business the working capital requirement has increased substantially.
8	The proposed time limit within which the proposed varied objects would be achieved	Within the FY 2023-24
9	The clause-wise details as specified in sub-rule (3) of rule 3 as was required with respect to the originally proposed objects of the issue	As mentioned in the notice and explanatory statement which specified in sub-rule (3) of rule 3 is available

10	The risk factors pertaining to new object	Not applicable
11	The other relevant information which is necessary for the members to take an informed decision on the proposed resolution	None. All details are mentioned in the explanatory statement

The intention of the Board and the Management is to enhance shareholder value by utilizing the issue proceeds adequately which will lead to increase in profitability. Your Board recommends the resolution for the members' approval by way of Special Resolution.

The amount to be utilized for the objects for which the offer document was issued is more than seventy- five percent of the amount raised (including the amount earmarked for general corporate purposes as disclosed in the offer document). Thus, the requirement of providing exit offer to the dissenting shareholders is not applicable to the Company as per Section 27(2) of the Company Act 2013 and Regulation 59 read with Schedule XX of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018.

None of the Directors or KMP's, or their relatives are interested or concerned in the above resolution except to the extent of their respective shareholdings in the Company, if any.