



January 25, 2024

To
BSE Limited
Phiroze Jeebhoy Towers,
Dalal Street,
Mumbai – 400001

Script Code: 543346

Dear Sir / Madam,

Sub: Intimation under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Extra Ordinary General Meeting of the company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“**LODR Regulations**”), we would like to inform you that Extra Ordinary General Meeting of shareholders will be held on Friday, February 16, 2024 at 11:30 am through Video Conference (“**VC**”) / Other Audio-Visual Means (“**OAVM**”).

Remote e-voting period commences from 09:00 a.m. (IST) on Tuesday, February 13, 2024 and ends on 05:00 p.m. (IST) on Thursday, February 15, 2024. During this period, Members may cast their vote electronically. The remote e-voting module shall be disabled by NSDL thereafter.

We request you to take this intimation on your records.

Thanking you,

Yours faithfully,

For, Shukra Bullions Limited

Chandrakant Himmatlal Shah
Director
DIN: 01188001

Encl.: a/a



NOTICE

Notice is hereby given that the 01/2023-24 Extra Ordinary General Meeting of the Members of **Shukra Bullions Limited** will be held on Friday, February 16, 2024 at 11:30 a.m. at through Video Conference ("VC") / Other Audio-Visual Mode ("OAVM") to transact the following business:

SPECIAL BUSINESSES:

1. Increase in Authorized Capital of the Company and consequential alteration of Memorandum of Association of the Company

To consider and if thought fit, to pass, the following resolution, with or without modifications as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to provisions of Section 4, 13, 61, and other applicable provision, if any, of the Companies Act, 2013 and rules framed thereunder, consent of the members, be and is hereby accorded for increase in Authorized Capital of the Company from existing ₹ 5,50,00,000/- (Rupees Five Crore Fifty Lakh only) divided into 55,00,000 (Fifty-Five Lakh) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 15,50,00,000/- (Rupees Fifteen Crore Fifty Lakhs only) divided into 1,55,00,000 (One Crore Fifty-Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each, ranking *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, the Memorandum of Associations of the Company, be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

V. The Authorized Share Capital of the Company is ₹ 15,50,00,000/- (Rupees Fifteen Crores Fifty Lakhs only) divided into 1,55,00,000 (One Crore Fifty-Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company, be and is hereby are severally authorized to do all such acts, deeds, matters and things which may be necessary including but not limited to filing of necessary forms / documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

Regd. Office : 232, 2nd Floor, Panchratna, M. P. Marg, Opera House, Girgaon, Mumbai (Maharashtra) - 400 004.
Tel : 2367 2992, Tele Fax : 2363 1867

CIN NO. U67120MH1005PI C284363. Web: www.shukrabullions.in, Email :shukrabullions@yahoo.com

2. Preferential Issue of upto 1,00,00,000 Fully Convertible Warrants to the persons belonging to Promoter and Non – Promoter Category

To consider and if thought fit, to pass, the following resolution, with or without modifications as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the **“Companies Act”**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under {including any statutory modification(s) thereto or re-enactment thereof for the time being in force}, enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited where the shares of the Company are listed (**“Stock Exchange”**), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (**“SEBI”**), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (**“Takeover Regulations”**) as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, up to 1,00,00,000 (One Crore) Fully Convertible Warrants (**“Warrants”**) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, to persons belonging to ‘Promoter & Promoter Group’ & ‘Non-Promoter’ Category, on preferential basis, at an issue price of ₹ 10/- (Rupees Ten Only) in accordance with provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to ₹ 10,00,00,000/- (Rupees Ten Crore), on such further terms and conditions as may be finalized, to the below mentioned persons (**“Proposed Allottees”**):

Sr. No.	Name of the Proposed Allottee	Category	Max. No. of Warrants to be allotted
1.	Chandrakant H Shah	Promoter	26,00,000
2.	Mayuri C Shah	Promoter	25,00,000
3.	Shukra Jewellery Limited	Promoter Group	24,00,000
4.	Ashok M Mehta	Non – Promoter	1,25,000

5.	Nayna A Mehta	Non – Promoter	1,25,000
6.	Kirtidaben M Shah	Non – Promoter	2,00,000
7.	Surali M. Shah	Non – Promoter	2,00,000
8.	Raksha P Patel	Non – Promoter	3,75,000
9.	Anil M Patel	Non – Promoter	1,87,500
10.	Parul A Patel	Non – Promoter	1,87,500
11.	Rohan P Patel	Non – Promoter	3,75,000
12.	Bhavik P Patel	Non – Promoter	3,75,000
13.	Nrupesh S Amin	Non – Promoter	1,80,000
14.	Asmi N Amin	Non – Promoter	1,70,000
Total			1,00,00,000

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue price of the Warrants proposed to be allotted to the above mentioned allottees is Wednesday, January 17, 2024, being the date 30 days prior to the date of Extra Ordinary General Meeting scheduled to be held on Friday, February 16, 2024.

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

- a) The conversion of warrants into equity shares shall happen at any time within a period of Eighteen (18) months from the date of allotment of warrants in terms of SEBI ICDR Regulations.
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.
- c) Warrants, being allotted to the Proposed Allottee(s) and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock-in for such period as may be prescribed under SEBI ICDR Regulations.
- d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form.
- f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- h) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants.”

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- (Rupees Ten Only)

each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company and/or the Sub-Committee of the Board of Directors and/or Company Secretary & Compliance Officer of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Sub-Committee(s) of the Board and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.”

Registered Office
232, 2nd Floor, Panchratna, M. P. Marg,
Opera House, Girgoan, Mumbai – 400004

By Order of the Board
For, Shukra Bullions Limited

Date: 11/01/2024
Place: Mumbai

Chandrakant Himmatlal Shah
Director
DIN: 01188001

NOTES:

- (a) The Statement, pursuant to Section 102 of the Companies Act, 2013, as amended ('Act') with respect to Item Nos. 1 & 2, forms part of this Notice.
- (b) In accordance with the Ministry of Corporate Affairs ("MCA"), General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021 and 2/2022 dated May 5, 2022, respectively, ("the MCA Circulars") read with the Securities and exchange Board of India ("SEBI") circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62

dated May 13, 2022 (“**the SEBI Circular**”), the Notice of Extra Ordinary General Meeting (“**EGM**”) is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories and to all members whose names appear on the Register of Members / List of Beneficial Owners as on January 12, 2024 as received from the Depositories. The MCA vide the MCA Circulars, has permitted companies to conduct the EGM by sending the Notice in electronic form only. Accordingly, physical copy of this Notice will not be sent to the Members for this EGM.

- (c) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him / herself and proxy need not be a member. The instrument appointing a proxy must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10 (Ten) per cent of the total share capital of the company carrying voting rights. A member holding more than 10 (Ten) per cent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- (d) Corporate Members intending to have their representatives attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution to attend and vote on their behalf at the meeting.
- (e) In line with the MCA Circular dated May 5, 2020, the Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the EGM has been uploaded on the website of the Company at <http://www.shukrabullions.in/>. The Notice is also available on the website of NSDL at www.evoting.nsdl.com
- (f) As per the provision of Section 72 of the Act, the facility for making Nomination is available for the members in respect of their shareholding in the Company either in single or with joint names. The members are requested to submit the complete and signed form SH-13 with their Depository Participant (DP) who holds the shares in dematerialized form and those who are holding physical shares shall send the same to the Registrar and Share Transfer Agent – Bigshare Services Private Limited (the 'RTA').
- (g) Dividends are now taxable in the hands of shareholders hence shareholders are requested to submit form 15G/15H/10F, as the case may be for tax exemption directly on the portal of our RTA i.e. Bigshare Services Private Limited.
- (h) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate share certificate; claim from unclaimed suspense account; renewal / exchange of share certificate; endorsement; sub-division / splitting of share certificate; consolidation of the share certificates / folios; transmission and transposition. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Accurate Securities and Registry Private Limited, for assistance in this regard. Accordingly, Members are requested to make service request by submitting a duly filled and signed Form ISR – 4, the format of which is available on the RTA website. It may be noted that any service request can be processed only after the Folio is KYC compliant.

- (i) The SEBI has mandated submission of Permanent Account Number (“PAN”) by every participant in securities market. Accordingly, members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent.
- (j) Members seeking any information or clarifications are requested to send their queries to the company on shukrabullions@yahoo.com at least one week prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.
- (k) 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Services Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system will be provided by NSDL.
- (l) Members holding shares in physical form are requested to notify/send the following to the RTA of the Company:
 - a. Any change in their mailing address;
 - b. Particulars of their bank account, pan no. & e-mail ids in case the same have not been sent earlier;
 - c. Members who hold shares in physical form in multiple folios in identical names are requested to send the share certificate for consolidation into single folio. Further, please note that Members holding equity shares in electronic form are requested to contact to their DP with whom they are maintaining the demat accounts for updation in address, pan no., e-mail IDs, Bank details, Bank mandate, ECS mandate, etc.
- (m) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act will be available for inspection.
- (n) The remote e-voting period commences at 09:00 a.m. IST on Tuesday, February 13, 2024 and ends at 5:00 p.m. IST on Thursday, February 15, 2024. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on Cut-off date of Friday, February 09, 2024 ('Cut-off date'), may cast their vote by remote e-voting. No remote e-voting shall be allowed beyond the aforesaid date and time and the remote e-voting module shall be disabled for voting upon expiry of the aforesaid period. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently
- (o) The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Friday, February 09, 2024. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, February 09, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in
- (p) The Board of Directors has appointed Mr. Jay Surti (Mem. No. F11534) and failing him Mr. Sharvil B. Suthar (Mem. No. F11466) partner of M/s. Suthar & Surti, Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting process before and during the EGM in a fair and transparent manner.
- (q) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the

votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith. The result declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website www.shukrabullions.in and on the website of NSDL immediately after the result is declared by the Chairman.

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

- (i) The voting period begins at 09:00 a.m. IST on Tuesday, February 13, 2024 and ends at 5:00 p.m. IST on Thursday, February 15, 2024. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, February 09, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL 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.

- (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 and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

The instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to the NSDL e-voting system

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





Step 1: Access to the NSDL e-voting system

(A) Login method for e-voting and voting for individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2022 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories and depository participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts 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.	<ol style="list-style-type: none"> 1. 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. 2. 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 3. 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

	<p>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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>   </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2) After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

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.
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Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” options available on the above-mentioned 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	Member facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call the number: 022 – 4886 7000 and 022 – 2499 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 number: 1800 22 55 33

(B) Login method of e-voting other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the homepage of the e-voting system is launched, click on the icon “Login”, available under “Shareholder / Member”.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically on NSDL e-voting system.
5. Your User ID details are given below:

Manner of holding shares i.e.

Your User ID is:

Demat (NSDL or CDSL) or Physical	
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***

6. Password details for shareholders other than individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to log in 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” for the system to prompt 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 your NSDL account or the last 8 digits of your 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”.

7. 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 hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b. Physical User Reset Password? (If you hold shares in physical mode) option available on www.evoting.nsdl.com
- c. If you are still unable to get the password by the above two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / Folio number, your PAN, your name and your registered address.

- d. Members can also use the OTP (One Time Password)-based login for casting their vote on the e-voting system of NSDL.
8. After entering your password, tick on “Agree with Terms and Conditions” by selecting on the check box.
9. Now, you will have to click on the “Login” button.
10. After you click on the “Login” button, the homepage of e-voting will open.

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

1. After successfully logging in following Step 1, you will be able to see the EVEN of all companies in which you hold shares and whose voting cycle is in active status.
2. Select the EVEN of Shurka Bullions Limited
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on the “Submit” and “Confirm” buttons when prompted.
5. Upon confirmation, the message, “Vote cast successfully”, will be displayed.
6. You can also take a 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.

Process for procuring your User ID and Password for e-voting for those shareholders whose email Id are not registered with the depositories / Company

1. Shareholders may sent a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting.
2. If shares are held in physical mode, please provide Folio number, name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN), Aadhar (self-attested scanned copy of Aadhar Card)
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (Self attested scanned copy of Aadhar Card).
4. If you are in 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 for individual shareholders holding securities in demat mode.

General guidelines for e-voting

- 1) Institutional Shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board Resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to suthar-surti.cs@outlook.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
- 2) It is strongly recommended that you do not 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 password.

- 3) In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for shareholders under the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call the number: 022 – 4886 7000 and 022 – 2499 7000, or send a request to evoting@nsdl.co.in, or contact Amit Vishal, Assistant Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Limited, at the designated email ID: evoting@nsdl.co.in to get your grievances on e-voting add

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No 1: Increase in Authorized Capital of the Company and consequential alteration of Memorandum of Association of the Company

The Board of Directors in its Meeting held on January 11, 2024 had approved the issuance of Convertible Warrants to Promoter and Non-Promoters on Preferential Basis, subject to the approval of the Members. To facilitate the growth plans of the Company and to maintain the regulatory solvency margin, it is proposed to increase the capital of the Company.

The current Authorized Share Capital of the Company is ₹ 5,50,00,000/- (Rupees Five Crore Fifty Lakh only) divided into 55,00,000 (Fifty-Five Lakh) Equity Shares of ₹ 10/- (Rupees Ten only) each.

The present Authorized Share Capital of the Company is insufficient for further issuance of Equity Shares to Promoter and Non-Promoters on Preferential Basis Therefore, it became necessary for the Company to increase the Authorized Share Capital of the Company.

Accordingly, the Board of directors pursuant to Sections 13 and 61 of the Companies Act, 2013, has recommended the proposal to increase the Authorized Share Capital of the Company from ₹ 5,50,00,000/- (Rupees Five Crore Fifty Lakh only) divided into 55,00,000 (Fifty-Five Lakh) Equity Shares of ₹ 10/- (Rupees Ten only) each to ₹ 15,50,00,000/- (Rupees Fifteen Crore Fifty Lakhs only) divided into 1,55,00,000 (One Crore Fifty-Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each.

A copy of the altered Memorandum of Association of the Company will be available for inspection at the registered office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM.

The Board of Directors seeks approval of members for alteration in Memorandum of Association of the Company by way of Ordinary Resolution.

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

Item No 2: Preferential Issue of upto 1,00,00,000 Fully Convertible Warrants to the persons belonging to Promoter and Non – Promoter Category

The Special Resolution contained in Item No. 2 of the notice, have been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to issue and allot up to 1,00,00,000 Fully Convertible Warrants ('Warrants') of face value of ₹10/- each at par, aggregating up to ₹ 10,00,00,000/- (Rupees Ten Crore Only).

The proposed Preferential Issue is to be issued to the persons belonging to '**Promoter & Promoter Group**' & '**Non-Promoter**' Category. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies

Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on Thursday, January 11, 2024.

The approval of the members is accordingly being sought by means of a ‘**Special Resolution**’ under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

A. Objects of the Preferential Issue

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

- 1) Issue Related Expenses;
 - 2) Working Capital Requirements; and
 - 3) General Corporate Purpose
- (hereinafter collectively referred to as “**Objects**”)

The main Object Clause of Memorandum of Association of our Company enables us to undertake the existing activities and the activities for which the funds are being raised by us through the present Preferential Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the Object Clause of our Memorandum of Association.

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or deploy funds for such businesses opportunities as may be allowed by the Board from time to time.

B. Particulars of the offer including the maximum number of specified securities to be issued

Preferential Issue of up to 1,00,00,000 Fully Convertible Warrants (‘**Warrants**’) of face value of ₹10/- each at par, aggregating up to ₹ 10,00,00,000/- (Rupees Ten Crore Only) in terms of the provisions of Chapter V of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013.

C. The intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer

Except for Mr. Chandrakant Shah, Director & Promoter of the Company, Mrs. Mayuri Chandrakant Shah, Promoter of the Company and M/s. Shukra Jewellery Limited, Promoter or Promoter Group of the Company, none of the other promoters, directors or key managerial personnel of the Company intends to subscribe to any of warrants proposed to be issued.

D. The Shareholding Pattern of the issuer before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue to “Promoter & Promoter Group” & “Non – Promoter” is likely to be as follows:

Category	Pre-Issue Shareholding Structure		Warrants to be Allotted	Post – Issue Shareholding (presuming full conversion of Warrants)	
	No. of Shares	%*		No. of Shares	%*
A) Promoter Shareholding					
1) Indian					
a) Individuals & HUF	16,72,500	33.35	51,00,000	67,72,500	45.10
b) Bodies Corporate	11,95,000	23.83	24,00,000	35,95,000	23.95
Total (A)(1)	28,67,500	57.18	75,00,000	1,03,67,500	69.05
2) Foreign					
	-	-	-	-	-
Total Promoter holding (A1 + A2)	28,67,500	57.18	75,00,000	1,03,67,500	69.05
B) Public Shareholding					
1) Institutional Investors					
	2,50,000	4.98	-	2,50,000	1.67
2) Non – Institutional Investors					
a) Individuals	18,97,175	37.82	25,00,000	43,97,175	29.28
b) Bodies Corporate	-	-	-	-	-
c) NRIs	100	-	-	100	-
d) HUF	525	0.01	-	525	-
Total (B)(2)	18,97,800	37.84	25,00,000	43,97,800	29.28
Total Public Holding (B1 + B2)	21,47,800	42.82	25,00,000	46,47,800	30.95
C) Non – Promoter Non-Public					
	-	-	-	-	-
Total (A + B + C)	50,15,300	100.00	1,00,00,000	1,50,15,300	100.00

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten only)

each.

Notes:

- (1) The pre-issue shareholding pattern is as on September 30, 2023.
- (2) Post shareholding structure may change depending upon any other corporate action in between.

E. Proposed time limit within which the allotment shall be complete

In terms of SEBI ICDR Regulations, the preferential allotment of said Warrants will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

F. 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

Not Applicable. Since, the Company has not made Preferential Issue of any Securities during the year.

G. The Identity of the natural person who are the Ultimate Beneficial Owners of the securities proposed to be allotted and/or who ultimately control the proposed allottee(s):

Sr. No.	Name of the Proposed Allottees	Category	Name of Ultimate Beneficial Owners
1.	Shukra Jewellery Limited	Promoter Group	Being a Listed Company not required (L52393GJ1991PLC079516)
2.	Chandrakant H Shah	Promoter	Not Applicable, as being Natural Person
3.	Mayuri Chandrakant Shah	Promoter	
4.	Ashok M Mehta	Non-Promoter	Not Applicable, as being Natural Person
5.	Nayna A Mehta	Non-Promoter	
6.	Kirtidaben M Shah	Non-Promoter	
7.	Surali M Shah	Non-Promoter	
8.	Raksha P Patel	Non-Promoter	
9.	Anil M Patel	Non-Promoter	
10.	Parul A Patel	Non-Promoter	
11.	Rohan P Patel	Non-Promoter	
12.	Bhavik P Patel	Non-Promoter	
13.	Nrupesh S Amin	Non-Promoter	
14.	Asmi N Amin	Non-Promoter	

H. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue.

Name	Pre-Issue Shareholding Structure		Warrants to be Allotted	Post – Issue Shareholding (presuming full conversion of Warrants)	
	No. of Shares	%*		No. of Shares	%*
Shukra Jewellery Limited	11,95,000	23.83	24,00,000	35,95,000	23.95
Chandrakant H Shah	6,69,300	13.35	26,00,000	32,69,400	21.77
Mayuri Chandrakant Shah	5,80,000	11.57	25,00,000	30,80,100	20.51
Ashok M Mehta	-	-	1,25,000	1,25,000	0.83
Nayna A Mehta	-	-	1,25,000	1,25,000	0.83
Kirtidaben M Shah	-	-	2,00,000	2,00,000	1.33
Surali M Shah	-	-	2,00,000	2,00,000	1.33
Raksha P Patel	-	-	3,75,000	3,75,000	2.50
Anil M Patel	-	-	1,87,500	1,87,500	1.25
Parul A Patel	-	-	1,87,500	1,87,500	1.25
Rohan P Patel	-	-	3,75,000	3,75,000	2.50
Bhavik P Patel	-	-	3,75,000	3,75,000	2.50
Nrupesh S Amin	-	-	1,80,000	1,80,000	1.20
Asmi N Amin	-	-	1,70,000	1,70,000	1.13

(*) These percentages have been calculated on the basis of post-preferential share capital of the Company on fully diluted basis i.e. ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each.

As a result of the proposed preferential issue of warrants, there will be no change in control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

I. Lock-in Period

- 1) The Warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- 2) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees,

shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

J. Issue Price and Relevant Date

In terms of Regulation 161 of SEBI (ICDR) Regulations, 2018 the Relevant Date has been reckoned as Wednesday, January 17, 2024, for the purpose of computation of issue price of Warrants.

The Equity Shares of the Company are listed on BSE Limited ('BSE') and are infrequently traded on BSE as per the provisions of SEBI ICDR Regulations as on the Relevant Date. The Issue Price of the Warrants has been considered in accordance with Regulation 165 of the SEBI ICDR Regulations, and accordingly, the Company has obtained the Valuation Report from M/s. Atharva Valuation (OPC) Private Limited (Reg. No. IBBI/RV-E/03/2022/174), being an Independent Registered Valuer. Based on the Valuation Report, fair value of the Share has been determined of ₹ 9.72/- and accordingly, the Company has fixed the value of Warrants at par of ₹ 10/-.

K. Undertaking

- None of the Company, its Directors or Promoters are categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters is fugitive economic offenders as defined under the SEBI ICDR Regulations.
- It is hereby undertaken that if the re-computation of the price of the specified securities in terms of the provisions of the regulations of ICDR Regulations is required to be carried out, the Issuer shall do the same.
- If on account of the re-computation of the price, if the amount is payable on re-computation of price, the allottees shall pay the consideration accordingly, if necessary. If the price is not paid upon re-computation within the time stipulated in ICDR Regulations, the specified securities shall continue to be locked-in till the time such amount is paid by the allottees.
- None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

L. Disclosure specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable

M. The Current and Proposed status of the allottee(s) post the preferential issues namely, Promoter or Non – Promoter

Sr. No.	Name of Allottee(s)	Current Status	Post Status
1.	Shukra Jewellery Limited	Promoter Group	Promoter Group
2.	Chandrakant H Shah	Promoter	Promoter
3.	Mayuri Chandrakant Shah	Promoter	Promoter
4.	Ashok M Mehta	No holding in the Company	Non – Promoter
5.	Nayna A Mehta	No holding in the Company	Non – Promoter
6.	Kirtidaben M Shah	No holding in the Company	Non – Promoter
7.	Surali M Shah	No holding in the Company	Non – Promoter
8.	Raksha P Patel	No holding in the Company	Non – Promoter
9.	Anil M Patel	No holding in the Company	Non – Promoter
10.	Parul A Patel	No holding in the Company	Non – Promoter
11.	Rohan P Patel	No holding in the Company	Non – Promoter
12.	Bhavik P Patel	No holding in the Company	Non – Promoter
13.	Nrupesh S Amin	No holding in the Company	Non – Promoter
14.	Asmi N Amin	No holding in the Company	Non – Promoter

N. Practicing Company Secretary’s Certificate

The certificate from Mr. Vivek J. Vakharia & Associates (Firm Registration. No. 7257), Practicing Company Secretaries, certifying that the preferential issue of Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company’s website at the link: www.shukrabullions.in.

O. Details of the Directors, Key Managerial Persons or their relatives, in any way concerned or interested in the said resolution

None of the Directors/ Key Managerial Personnel of the Company/ their relatives except Mr. Chandrakant Shah, Director and Mrs. Mayuri C Shah Director of the Company and their relatives, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 2 of this Notice.

The Board of Directors recommends the resolution as set out in Item No 2 of this Notice

for the Issue of Warrants on a preferential basis, to the proposed allottees by way of Special Resolution.

Registered Office
232, 2nd Floor, Panchratna, M. P. Marg,
Opera House, Girgoan, Mumbai – 400004

By Order of the Board
For, Shukra Bullions Limited

Date: 11/01/2024
Place: Mumbai

Chandrakant Himmatlal Shah
Director
DIN: 01188001

ATTENDANCE SLIP**SHUKRA BULLIONS LIMITED**

Reg. Off.: 232, 2nd Floor, Panchratna, M P Marg, Opera House, Mumbai – 4000004
CIN: L67120MH1995PLC284363 | **E-Mail:** shukrabullions@yahoo.com | **Web:** www.shukrabullions.com

Extra Ordinary General Meeting to be held on Friday, February 16, 2024

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a Registered Shareholder / Proxy for the Registered Shareholder of the Company. I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company

Signature of Member(s)/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

✂-----Cut Here-----

PROXY FORM**Form No MGT-11**

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

CIN	L67120MH1995PLC284363
Name of Company	Shukra Bullions Limited
Reg. Office Address	232, 2 nd Floor, Panchratna, M P Marg, Opera House, Mumbai – 4000004
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of **Shukra Bullions Limited** hereby appoint

Name	
Address	
E mail Id	Signature

OR FAILING HIM

Name	
Address	
E mail Id	Signature

OR FAILING HIM

Name			
Address			
E mail Id		Signature	

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the Extra Ordinary General Meeting of the Company to be held on February 16, 2024 and at any adjournment thereof and respect of such resolution mentioned below:

Resolution No.	Resolution	For	Against
Special Business			
01	Increase in Authorized Capital of the Company and consequential alteration of Memorandum of Association of the Company		
02	Preferential Issue of upto 1,00,00,000 Fully Convertible Warrants to the persons belonging to Promoter and Non – Promoter Category		

Signed on thisday of2024

Affix Revenue Stamp

Signature of Shareholder / Signature of Proxy

NOTE:

1. The Proxy need not be a Member.
2. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.