



# DIVINE HIRA JEWELLERS LIMITED

Registered Office : 211/213, Zaveri Bazar, Sheikh, Memon Street, Shop No.209, Kalbadevi, Mumbai, Mumbai, Maharashtra, India, 400002.

Tel.: 022-22402662 | Web : [www.divinehirajewellers.com](http://www.divinehirajewellers.com) | Email : [info@divinehirajewellers.com](mailto:info@divinehirajewellers.com)

CIN : L36999MH2022PLC387009

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the shareholders of DIVINE HIRA JEWELLERS LIMITED ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder 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 ("SEBI Listing Regulations" or "SEBI LODR"), Secretarial Standards 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 or re-enactment thereof for the time being in force and as amended from time to time).

### Proposed resolutions:

Item No.	Description of Resolution(s)	Type of Resolution
1.	Increase in the Authorised Share Capital of the Company from ₹ 15,00,00,000/- to ₹ 39,50,00,000/- and consequential alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company	Ordinary
2.	Issue of Bonus Equity Shares to the existing shareholders of the Company in the ratio of 2:1 by capitalisation of free reserves / securities premium account of the Company	Ordinary

In compliance with the General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 09/2024 dated September 19, 2024, read with other relevant circulars, latest being General Circular 03/2025 dated September 22, 2025 (collectively referred to as 'MCA Circulars'), this Postal Ballot Notice ("Notice") is being sent by email only, to the Members whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the Members on the resolutions proposed in this Notice will be considered only through the remote e-voting system.

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Notice.

### Scrutinizer for conducting Postal Ballot:

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company have appointed Priyanka Jain (Membership No: F11881 COP: 18217, Jain & Vishwakarma, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

### E-voting:

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of Bigshare Services Pvt Ltd. for the purpose of providing remote e-voting facility to all its Members. The remote e-voting period commences from **09:00 a.m. (IST) on Wednesday, 13 May 2026** and ends at **05:00 p.m. (IST) on Thursday, 11 June 2026**. The Scrutinizer will submit his/her report to the Chairperson of the Company, or any person authorized by him/her upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced not later than 2 working days of the conclusion of the e-voting.

The said results along with the Scrutinizer's Report will be uploaded on the Company's website [www.divinehirajewellers.com](http://www.divinehirajewellers.com) and on the website of the e-voting agency & the Registrar and Share Transfer Agent ("RTA") of the Company. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

#	Particulars	Details
1.	Cut-off date for eligibility for e-voting	8 <sup>th</sup> May, 2026
2.	Time period for e-voting	Commences on Wednesday, 13 May 2026 from 9:00 am (IST) Ends on Thursday, 11 June 2026 at 5:00 pm (IST)
3.	Last date for publishing results of the e-voting	Within 2 working days from conclusion of e-voting
4.	In case of any grievances or queries, contact	Contact no.: 022-22402662 Email Id: info@divinehirajewellers.com
5.	Scrutinizer's Details	Ms. Priyanka Jain (Membership No: F11881 COP: 18217, Jain & Vishwakarma, Company Secretaries)

**RESOLUTIONS FOR APPROVAL THROUGH POSTAL BALLOT  
SPECIAL BUSINESS:**

**ITEM NO. 1:**

**Resolution No. 1: Increase in the Authorised Share Capital of the Company from ₹ 15,00,00,000/- to ₹ 39,50,00,000/- and consequential alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company – Ordinary Resolution under Sections 13 and 61 of the Companies Act, 2013.**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to requisite approvals, consents and permissions as may be necessary in this regard, the consent and approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of ₹ 10/- each to ₹ 39,50,00,000/- (Rupees Thirty Nine Crore Fifty Lakh Only) divided into 3,95,00,000 (Three Crore Ninety Five Lakh) Equity Shares of ₹ 10/- each”.

**RESOLVED FURTHER THAT** pursuant to the aforesaid increase in Authorised Share Capital, the Capital Clause (Clause V) of the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V:

“V. The Authorised Share Capital of the Company is ₹ 39,50,00,000/- (Rupees Thirty-Nine Crores Fifty Lakhs only) divided into 3,95,00,000 (Three Crore Ninety-Five Lakh) Equity Shares of ₹ 10/- each.”

**RESOLVED FURTHER THAT** the Board of Directors (which term shall include a duly constituted Committee of the Board) and/or the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things, to sign and execute all documents, papers and writings as may be required and to settle any question, doubt or difficulty that may arise with regard to the implementation of this resolution as they may in their absolute discretion deem fit without being required to seek any further consent or approval of the Members of the Company.”

**ITEM NO. 2:**

**Resolution No. 2: Issue of Bonus Equity Shares to the existing shareholders of the Company in the ratio of 2:1 by capitalisation of free reserves / securities premium account of the Company – Special Resolution under Section 63 of the Companies Act, 2013 read with SEBI (ICDR) Regulations, 2018.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder including the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the Securities

and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Memorandum of Association and Articles of Association of the Company, and subject to the applicable guidelines, notifications and circulars issued by the Securities and Exchange Board of India (“SEBI”), Ministry of Corporate Affairs (“MCA”) and other relevant authorities (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions of SEBI, Stock Exchanges where the equity shares of the Company are listed, and such other authorities as may be required in this regard, the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted/to be constituted by the Board for this purpose) to the issue of 2,60,94,200 (Two Crore Sixty Lakhs Ninety- Four Thousand and Two Hundreds ) fully paid-up Bonus Equity Shares of ₹ 10/- (Rupees Ten only) each, in the ratio of 2 (Two) new Equity Share(s) for every 1 (One) existing fully paid-up Equity Share(s), by way of capitalisation of the Company’s Free Reserves / Securities Premium Account, to all the shareholders of the Company whose names appear in the Register of Members / Beneficial Owners list as on the Record Date to be fixed in due course.”

**RESOLVED FURTHER THAT** the bonus equity shares to be allotted as aforesaid shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company including entitlement to dividend.

**RESOLVED FURTHER THAT** the allotment of the new equity bonus shares to the extent that they relate to nonresident members of the Company, Foreign Portfolio Investor (FPIs), Person of Indian Origin (PI), Overseas Corporate Bodies (OCBs) and other Foreign Investors, shall be subject to the approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, other regulatory authorities as may be deemed necessary.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to fix the Record Date and to do all such acts, deeds, matters and things and give such directions as may be necessary, desirable or expedient, to settle any question or difficulty whatsoever that might arise regarding the issue and allotment of bonus equity shares, or any other matter incidental or consequential thereto and to settle any question, doubt or difficulty that may arise with regard to the implementation of this resolution as the Board may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make such applications, do all acts, deeds, matters and things as may be required in connection with the listing of bonus equity shares on the Stock Exchange(s) where the shares of the Company are listed and to comply with all requirements of such Stock Exchange(s) and SEBI in this regard.”

**Registered Office:**  
**211/213 Zaveri Bazar, Sheikh Memon Street,**  
**Shop No. 209, 2nd Floor, Mumbai – 400 002**  
**CIN: L36999MH2022PLC387009**  
**Place: Mumbai**  
**Date: 11th May, 2026**

**For Divine Hira Jewellers Limited**

**Niraj Hirachand Gulecha**  
**Whole-time director & CFO**  
**DIN No.: 09238372**

## Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, setting out material facts relating to the resolutions proposed to be passed is annexed hereto and forms part of this Notice.
2. The Company has appointed Ms. Priyanka Jain, Partner of Jain & Vishwakarma, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer will submit her report after completion of the scrutiny to the Chairperson of the Company or any person authorized by him. The result of the e-voting will be announced not later than 2 working days from the conclusion of the e-voting and the same will be communicated to the National Stock Exchange of India Limited and shall also be available on the Company's website [www.divinehirajewellers.com](http://www.divinehirajewellers.com) and on the website of RTA <https://ivote.bigshareonline.com>. and also will be displayed at the Registered Office of the Company. The Resolution, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. **Thursday, 11 June 2026**.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners as on **Friday, 8<sup>th</sup> May, 2026 ("Cut-Off Date")** received from the Depositories and whose Email ID is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the Members for this Postal Ballot.
4. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
5. This Postal Ballot Notice will also be available on the Company's website at [www.divinehirajewellers.com](http://www.divinehirajewellers.com) websites of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of RTA i.e. Bigshare Services Private Limited at <https://ivote.bigshareonline.com>. Any member seeking a copy of this Notice may also write to us at [info@divinehirajewellers.com](mailto:info@divinehirajewellers.com).
6. Pursuant to the applicable provisions of the Act and Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company can serve notices and other communication through electronic mode to those Members who have registered their Email IDs either with the Depository Participant(s) or the Company. Members who have not registered their Email IDs so far, are requested to register their Email IDs, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to update their Email IDs with the Company's RTA.
7. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to [info@divinehirajewellers.com](mailto:info@divinehirajewellers.com).
8. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
9. Non-resident Indian Members are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent ("Bigshare Services Private Limited") or the concerned Depository Participant(s), as the case may be:
  - (a) the change in the residential status on return to India for permanent settlement; and
  - (b) the particulars of the NRE account with a Bank in India, if not furnished earlier.
10. 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 by them in electronic form and to Bigshare Services Private Limited by visiting their site <https://www.bigshareonline.com/> in case the shares are held in physical form. Further, those

Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs/RTA to enable servicing of notices / documents /Annual Reports and other communications electronically to their e-mail address in future.

**E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:**

- i. The voting period begins on **09:00 a.m. (IST) on Wednesday, 13 May 2026** and ends on **05:00 p.m. (IST) on Thursday, 11<sup>th</sup> June 2026**. 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 8<sup>th</sup> May 2026 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. 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.

- iii. 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.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ul 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 URL for users to login to Easi/Easiest is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers’ website directly.</li> </ul>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> 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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-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 with all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-vote (E-voting website)</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**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.com">evoting@nsdl.com</a> or call at 022- 48867000.

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

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

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

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

**NOTE:** If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’
- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**Reset**’.  
(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

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

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

- Shareholder can “CHANGE PASSWORD” or “VIEW/UPDATE PROFILE” under “PROFILE” option on investor portal.

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

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

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

- After successful login, Bigshare E-voting system page will appear.

#### Investor Mapping:

- First you need to map the investor with your user ID under “DOCUMENTS” option on custodian portal.
  - Click on “DOCUMENT TYPE” dropdown option and select document type power of attorney (POA).
  - Click on upload document “CHOOSE FILE” and upload power of attorney (POA) or board resolution for respective investor and click on “UPLOAD”.

**Note:** The power of attorney (POA) or board resolution has to be named as the “InvestorID.pdf” (Mention Demat account number as Investor ID.)

  - Your investor is now mapped and you can check the file status on display.

#### Investor vote File Upload:

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

#### Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 022-62638338

11. All the documents referred to in the Notice are available for inspection by the Members at the registered office and corporate office of the Company during business hours on all working days, until the last date of remote e-voting. Members seeking to inspect the same can also send an email to [info@divinehirajewellers.com](mailto:info@divinehirajewellers.com) from their registered email address mentioning their names, folio numbers, DP ID and Client ID.

**Registered Office:**  
 211/213 Zaveri Bazar, Sheikh Memon Street,  
 Shop No. 209, 2nd Floor, Mumbai – 400 002  
 CIN: L36999MH2022PLC387009  
 Place: Mumbai  
 Date: 11<sup>th</sup> May, 2026

**By Order of the Board of Directors**  
**For Divine Hira Jewellers Limited**

**Niraj Hirachand Gulecha**  
**Whole-time director & CFO**  
**DIN No.: 09238372**

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### **ITEM NO. 1 – Increase in the Authorised Share Capital and alteration of the Capital Clause (Clause V) of the Memorandum of Association:**

The Board of Directors of the Company at its meeting held on 8 May 2026, after taking note of the proposed issue of Bonus Equity Shares and consequent requirement of adequate Authorised Share Capital, recommended for the approval of the Members, increase in the Authorised Share Capital of the Company from ₹ 15,00,00,000/- (Rupees Fifteen Crores only) to ₹ 39,50,00,000/- (Rupees Thirty-Nine Crores Fifty Lakhs only) and consequential alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company.

As per the provisions of Sections 13 and 61 of the Companies Act, 2013, any increase in the Authorised Share Capital and the consequential alteration of the Memorandum of Association requires the approval of the Members by way of an Ordinary Resolution. Accordingly, the approval of the Members is being sought through this Postal Ballot.

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

The Board of Directors recommends the resolution set out at Item No. 1 of this Notice for the approval of the Members as an Ordinary Resolution.

### **ITEM NO. 2 – Issue of Bonus Equity Shares:**

The Board of Directors of the Company at its meeting held on 8 May 2026 approved, subject to approval of the Members, the issue of Bonus Equity Shares to the existing shareholders of the Company in the ratio of 2:1 (i.e., 2 bonus equity shares for every 1 equity share held) by capitalisation of the free reserves and/or the securities premium account of the Company.

Accordingly, the Company proposes to issue 2,60,94,200 (Two Crore Sixty Lakhs Ninety-Four Thousand Two Hundred) fully paid-up bonus equity shares of ₹10/- each, to the Members whose names appear in the Register of Members / List of Beneficial Owners as on the Record Date, which shall be fixed and intimated separately.

The proposed issue of bonus shares is in accordance with the provisions of Section 63 of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, and in compliance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company confirms that:

- It has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it;
- It has not defaulted in payment of statutory dues of the employees, including contribution to provident fund, gratuity and bonus;
- There are no partly paid-up equity shares outstanding as on the date of this Notice.

The bonus equity shares, when allotted, shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid-up equity shares of the Company, including entitlement to dividend.

The allotment of bonus shares shall be made in dematerialized form only. Accordingly, in respect of Members holding shares in dematerialized form, the bonus shares shall be credited to their respective beneficiary accounts maintained with their Depository Participants. In case of Members holding shares in physical form, the bonus shares shall be credited to the Demat Suspense Account in accordance with applicable SEBI regulations and shall be transferred to the respective demat accounts upon receipt of necessary details from such Members.

The Company shall make necessary applications to the Stock Exchange(s) for listing and trading of the bonus equity shares.

In terms of the provisions of Section 63 of the Companies Act, 2013 and applicable SEBI Regulations, the issue of bonus shares requires approval of the Members. Accordingly, approval of the Members is being sought by way of an Ordinary Resolution through Postal Ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company and their entitlement to bonus shares.

The Board of Directors recommends the resolution set out in the Notice for approval of the Members.

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