

KOURA FINE DIAMOND JEWELRY LIMITED

CIN: L36999GJ2022PLC130379

Regd. Off: G/F-02, Sigma Icon-2, Opposite Medilink Hospital, 132ft Ring Road,
Shyamal Square, Satellite, Jodhpur Char Rasta, Ahmedabad

Web: www.kouradiamondjewelry.com

Email: info@kouradiamondjewelry.com

Phone No: 079 - 49385740

Date: 09th June, 2025

To,
The Manager,
BSE India Ltd.
Phiroze Jeejeebhoy Towers,
Dalal St, Kala Ghoda, Fort,
Mumbai, Maharashtra 400001.

Scrip Code: 544139

Subject: Intimation regarding Notice of Extra-ordinary General Meeting ("EGM")

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, please find enclosed herewith a copy of the Notice convening the Extra-Ordinary General Meeting (EGM) of the Company scheduled to be held on Wednesday, 2nd day of July, 2025 at 11 A.M. ("IST") at the Registered Office of the Company situated at G/F-02, Sigma Icon-2, Opposite Medilink Hospital, 132ft Ring Road, Shyamal Square, Satellite, Jodhpur Char Rasta, Ahmedabad, Gujarat, India, 380015.

The aforesaid EGM Notice is also available on website of the Company at www.kouradiamondjewelry.com and website of stock Exchange i.e. BSE Limited at www.bseindia.com

Kindly take the above information on your records.

Yours faithfully,

FOR KOURA FINE DIAMOND JEWELRY LIMITED

KAMLESH KESHAVLAL LODHIYA
MANAGING DIRECTOR
DIN: 09547591

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Registered Office: G/F-02, Sigma Icon-2, Opposite Medilink Hospital,
132ft Ring Road, Shyamal Square, Satellite, Jodhpur Char Rasta,
Ahmedabad, Ahmadabad City, Gujarat, India, 380015

Website: www.kouradiamondjewelry.com Tel: 079 49385740

Email: info@kouradiamondjewelry.com

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of **Koura Fine Diamond Jewelry Limited** (hereinafter referred to as the “the Company”) will be held on Wednesday, the 2nd day of July 2025 at 11 A.M. (“IST”) at the Registered Office of the Company situated at G/F-02, Sigma Icon-2, Opposite Medilink Hospital, 132ft Ring Road, Shyamal Square, Satellite, Jodhpur Char Rasta, Ahmedabad, Gujarat, India, 380015 to transact the following businesses:

SPECIAL BUSINESSES

ITEM NO. 1:

ALTERATION THE ARTICLES OF ASSOCIATION (AOA) OF COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the shareholders of the Company be and is hereby accorded to alter the Articles of Association of the Company by Alteration in article II sub clause 1 of the Articles of Association of the Company by dividing in two sub clause and addition of new sub clause (ii) as follows:

- i) Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
- ii) Notwithstanding anything contained, further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules and in accordance with the pricing method prescribed to the listed entities under the regulations issued by Securities Exchange Board of India from time to time.”

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RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to make, alter, accept any changes as may be required and to settle any doubts / clarifications that may arise in this regard and to do all the acts, deeds and things in their absolute discretion, for the purpose of making all such filings with the Registrar of Companies as may be required in relation to the aforesaid purpose and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this aforesaid resolution.”

ITEM NO. 2:

TO INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 4,00,00,000 (Rupees Four Crore Only) divided into 40,00,000 (Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,20,00,000 (Rupees Seven Crore Twenty Lakh Only) divided into 72,00,000 (Seventy-Two Lakhs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creating additional Rs. 3,20,00,000 (Rupees Three Crore Twenty Lakh Only) divided into 32,00,000 (Thirty-Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, and other applicable laws, and subject to such other approvals as may be required in this regard, the consent of the members of the Company be and is hereby accorded, for alteration of existing Clause V of the Memorandum of Association of the Company by substituting the following in its place:

“The Authorised Capital of the Company is Rs. 7,20,00,000 (Rupees Seven Crore Twenty Lakh Only) divided into 72,00,000 (Seventy-Two Lakhs) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) each with power to increase/reduce/alter/divide the same in such manner as may be permitted by the Act or as provided by the Articles of Association of the Company.”

RESOLVED FURTHER THAT Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

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ITEM NO. 3:

TO CONSIDER AND APPROVE ISSUANCE OF 6,50,000 EQUITY SHARES ON A PREFERENTIAL BASIS FOR CASH CONSIDERATION:

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

“**RESOLVED THAT** pursuant to the provisions of the Section 23, 42 and 62 (1) (c) and other applicable provisions of the Companies Act, 2013 as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), as amended from time to time, as amended from time to time, the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and the Listing Agreement entered into by the Company with the Stock Exchange where the shares of the Company having Face Value of Rs. 10/- each (“Equity Shares”) are listed, and subject to any other applicable provisions of the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”), stock exchange and /or any other competent authorities, (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue, allot and deliver in one or more tranches up to 6,50,000 (Six Lakh Fifty Thousand) Equity Shares having face value of Rs. 10/- (Rupee Ten Only) each to the proposed allottee(s) as mentioned below, for cash consideration at a price of Rs. 31.30/- (Rupees Thirty-One and Thirty Paise only) per Equity Share including a premium of Rs. 21.30/- (Rupees Twenty-one and Thirty Paise only) (‘Preferential Allotment Price’) per equity share, aggregating up to Rs. 2,03,45,000/- (Rupees Two Crore Three Lakh Forty-Five Thousand only), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations, by way of a preferential issue on a private placement basis (‘**Preferential issue**’) to the following persons:

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Details of proposed allottee of equity shares:

SN.	Name of the proposed allottee	No. of equity shares proposed to be allotted	Current status of the allottees	Proposed status of the allottees
1.	Jeetkumar Nileshkumar Makadia	6,50,000	Non-Promoter	Promoter

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the price of the equity shares to be issued and allotted as above, as per SEBI ICDR Regulations is on Monday, June 02, 2025, being the date 30 (thirty) days prior to the date of this Extra Ordinary General Meeting and the minimum issue price has been determined accordingly in terms of provisions of Chapter V of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of equity shares under preferential allotment to the Proposed Allottees shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- (i) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- (ii) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- (iii) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- (iv) The Equity Shares so offered, issued, and allotted shall not exceed the number of Equity Shares as approved herein above.
- (v) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT any one of the Directors and Company Secretary & Compliance Officer of the Company (“Authorized Signatories”) be and are hereby severally authorized to take necessary steps for listing the equity shares, issued, and allotted to the

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Proposed Allottees on BSE Limited, where the securities of the Company are listed, as per SEBI Listing Regulations and other applicable laws and regulations.

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

RESOLVED FURTHER THAT the Company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals, as may be required under applicable laws, consent of the Members of the Company be and is hereby accorded to the Board of Directors to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees, in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from BSE Limited within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, aforesaid authorized signatories be are hereby severally authorized to make, sign, execute, submit, acknowledge, endorse, applications, deeds, papers, declarations, undertakings, intimations, offer letters, share certificates and such other documents, offer letter(s), entering into contracts, arrangements, agreements, documents and to do all such acts, deeds, matters and things in this regard as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, appointment of agencies, intermediaries and advisors for the Issue, filing of necessary forms and applications, intimations and disclosures with concerned authorities, institutions for their requisite approvals, as may be required under applicable laws from time to time, without being required to seek any further consent or approval of the Members of the Company, and to settle all questions, difficulties or doubts that may arise in regard to the issue and allotment of the equity shares, as stated above, to the proposed allottees and listing thereof with BSE Limited.

RESOLVED FURTHER THAT the aforesaid authorized signatories of the Company be and are hereby severally authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s) any officer(s) of the Company including making necessary filings with the Stock Exchange and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution and all incidental and ancillary things done are hereby approved and ratified in all respect.”

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RESOLVED FURTHER THAT any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

ITEM NO. 4:

TO CONSIDER AND APPROVE ISSUANCE OF 25,00,000 CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS FOR CONSIDERATION IN CASH:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014, (including any amendment(s), modification(s) or re-enactment thereof), for the time being in force and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “ICDR Regulations”) and the Securities and Exchange Board of India (Substantial Acquisitions and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”), and the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by the Government of India, the Reserve Bank of India, the Securities and Exchange Board of India and BSE Limited, the stock exchange where the shares of the company are listed (Stock Exchange) and any other guidelines and clarifications issued by any other appropriate authority, from time to time, to the extent applicable including the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time in one or more tranches up to 25,00,000 (Twenty Five Lakh Only) convertible warrants (‘Warrants’), each carrying a right exercisable by the Warrant Holder to subscribe to 1 (one) Equity Share per Warrant, Equity Shares having face value of Rs. 10/- (Rupee Ten Only) each to the proposed allottee(s) as mentioned below, for cash consideration at a price of Rs. 31.30/- (Rupees Thirty-One and Thirty Paise only) per Warrant including a premium of Rs. 21.30/- (Rupees Twenty-one and Thirty Paise only) (‘Warrant Issue Price’) per Warrant, aggregating up to Rs. 7,82,50,000/- (Rupees Seven Crore Eighty-Two Lakhs Fifty Thousand only) by way of a preferential issue on a private placement basis (‘**Preferential issue**’) (hereinafter ‘Issue of Warrants’) to the following persons as follows:

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Details of proposed allottees of convertible warrants:

SN.	Name of proposed allottees	No. of warrant proposed to be allotted	Current status of the allottees	Proposed status of the allottees
1.	Charmi Kamlesh Lodhiya	5,00,000	Promoter	Promoter
2.	Soham Kamlesh Lodhiya	5,00,000	Promoter	Promoter
3.	Mirali Kamlesh Lodhiya	5,00,000	Promoter	Promoter
4.	Patel Yagneshkumar	1,59,000	Non-promoter	Non-promoter
5.	Krishna Ramaiya	54,000	Non-promoter	Non-promoter
6.	Hareshchandra R Ramaiya	54,000	Non-promoter	Non-promoter
7.	Dholiya Vinubhai	50,000	Non-promoter	Non-promoter
8.	Dholiya Manishaben	50,000	Non-promoter	Non-promoter
9.	Damini Vivek Dholiya	50,000	Non-promoter	Non-promoter
10.	Dholiya Vivek	50,000	Non-promoter	Non-promoter
11.	Bhaumik Bharodiya	50,000	Non-promoter	Non-promoter
12.	Bharodiya Aayush Kumar	50,000	Non-promoter	Non-promoter
13.	Bharodiya Mansukhbhai	25,000	Non-promoter	Non-promoter
14.	Madhuben Bharodiya	25,000	Non-promoter	Non-promoter
15.	Soni Gemini Jitendrabhai	25,000	Non-promoter	Non-promoter
16.	Dholiya Jatin Ashokbhai	24,000	Non-promoter	Non-promoter
17.	Kalpeshbhai Babubhai Moradiya	24,000	Non-promoter	Non-promoter
18.	Mordiya Jayshreeben Kalpeshbhai	24,000	Non-promoter	Non-promoter
19.	Viradiya Bharatbhai P	24,000	Non-promoter	Non-promoter
20.	Viradiya Harsh Bharatbhai	24,000	Non-promoter	Non-promoter
21.	Patel Vaishnav	24,000	Non-promoter	Non-promoter
22.	Patel Vaibhav	24,000	Non-promoter	Non-promoter
23.	Sonar Parth Chandrakant	24,000	Non-promoter	Non-promoter
24.	Patel Sonalben Nitinbhai	24,000	Non-promoter	Non-promoter
25.	Prajapati Jaimin Jayeshkumar	24,000	Non-promoter	Non-promoter
26.	Viradiya Ayushi Harsh	24,000	Non-promoter	Non-promoter
27.	Kansara Ankit Jagdishbhai	22,000	Non-promoter	Non-promoter
28.	Bhavika Divyangkumar Patel	20,000	Non-promoter	Non-promoter
29.	Patel Divyang Maheshbhai	20,000	Non-promoter	Non-promoter
30.	Prafulkumar G Solanki	16,000	Non-promoter	Non-promoter
31.	Thakor Bhavanji K	16,000	Non-promoter	Non-promoter

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on such other terms and conditions as set out in the Statement annexed to the Notice convening this meeting and on such other terms and conditions, as the Board may in its absolute discretion decide, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the ICDR Regulations, the Relevant Date for determining the minimum issue price for the Preferential Allotment of the Convertible Warrants is on Monday, June 02, 2025 being the date 30 days prior to the date of this Extraordinary General Meeting and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above, the issue of Convertible Warrants and the resultant Equity Shares to be allotted on exercise of such Warrants shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i The warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants. Upon exercise of the option of conversion of the warrants into Equity shares by the warrant holder, the price equivalent to 75% of the issue price per warrant shall be payable on exercising the right of conversion of warrants. If the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants, then such warrants shall be lapsed and the amount paid under this clause shall be forfeited by the Company.
- ii The said Warrants shall be issued and allotted by the Company to Promoter and Non-Promoter categories of persons within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- iii The Equity Shares allotted on conversion of the Warrants shall rank *pari passu* in all respects (including voting powers and the right to receive dividend), with the existing Equity Shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.
- iv The Warrants may be exercised by the Warrant Holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon, prior to or at the time of conversion. The Company shall accordingly, without any further approval from the Members of the Company, issue and allot the corresponding number of Equity Shares and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottee in the records of the Company as the registered owner of such Equity Shares.

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- v The Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
- vi The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- vii That the Warrants do not give any rights/entitlements to the Warrant holders that of shareholder of the Company.
- viii The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- ix The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange in accordance with the LODR Regulations and all other applicable laws, rules and regulation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue of Equity Shares and Convertible Warrants), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer and acceptance of such conditions as may be imposed or prescribed by any regulatory, statutory authority or Government of India, while granting such approvals, consents, permissions and sanctions, issuing and allotment of the Equity Shares, Warrants including the resultant Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, filing of necessary forms with Registrar of Companies, Opening of separate bank account, filing of corporate action forms with depositories i.e., NSDL and CDSL and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT Any Director, the Chief Financial Officer, and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

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By order of the Board,
Koura Fine Diamond Jewelry Limited

Place: Ahmadabad

Sd/-

Date: 06th June, 2025

Kamlesh Keshavlal Lodhiya
Managing Director
DIN: 09547591

NOTES:

The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”), as amended, read with the relevant rules made thereunder, the Secretarial Standard No. 2 (“SS-2”) on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts and reasons with respect to the Special Business set out in the Notice is annexed herewith.

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total share capital of the Company. A Member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as Proxy and such Proxy shall not act as a Proxy for any other Member.

The Proxy form is annexed with this Notice. The instrument appointing the Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed, stamped and signed, not less than 48 hours before the commencement of the Meeting.

Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting (“the Meeting”) are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.

2. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Members/Proxies are requested to bring the attendance slip duly filled in for attending the Meeting.
4. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at the Meeting.

KOURA FINE DIAMOND JEWELRY LIMITED

CIN: L36999GJ2022PLC130379

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Email: info@kouradiamondjewelry.com

Phone No: 079 - 49385740

5. All the documents referred to in the Notice of the meeting are open for inspection by the Members, without any fees, at the Registered Office at G/F-02, Sigma Icon-2, Opposite Medilink Hospital, 132ft Ring Road, Shyamal Square, Satellite, Jodhpur Char Rasta, Ahmedabad, Gujarat, India, 380015 of the Company between 11.00 a.m. and 01.00 p.m. on all working days up to the date of the Meeting and the same shall also be made available for inspection by Members at the Meeting.

Members holding shares in physical form are requested to approach, KFin Technologies Ltd the Registrar and Share Transfer Agents of the Company situated at Selenium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana, 500032, for:

- (a) intimating any change in their address and/or bank mandate;
 - (b) submitting requests for transfer, transmission, name change, split, consolidation, etc.;
 - (c) nominating any person to whom the shares shall vest in the event of death;
 - (d) updating/registering their e-mail address for correspondence; and
 - (e) Any other queries with respect to shares held by them.
6. Members holding shares in electronic form are hereby informed that the Company or its Registrar cannot act on any request received directly from them for any change of address and/or bank mandate or change in e-mail address. Such changes are to be intimated only to the Depository Participants of the Members.
7. Members who have not registered their e-mail address for receiving all communications including Annual Report, Notices and Circulars, etc. from the Company electronically, are requested to register the same with their Depository Participants (for shares held in electronic form) and with Kfin Technologies Ltd, the Registrar and Share Transfer Agents of the Company (for shares held in physical form). Members, who have registered their e-mail address, are also entitled to receive such communication in physical form, upon request.
8. The Board of Director vide resolution dated June 06, 2025 has appointed Mr. Sharvil B. Suthar, Practicing Company Secretary (Membership No F11466; CP No. 20228), and failing him Mr. Jay Surti, Practicing Company Secretary (Membership No F11534, CP No. 18712), as scrutinizer for the Extra Ordinary General Meeting of the Company. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") after the completion of the scrutiny of the voting (votes cast through Ballot Paper after EGM) not later than 2 working days from the conclusion of the EGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchange and will also be displayed on the Company's website.
9. Notice of the Extra-Ordinary General Meeting, inter- alia, indicating the process and manner of voting along with Attendance Slip and Proxy Form are being sent in electronic mode to all the Members holding shares in dematerialized form and having their e-mail address registered with their Depository Participants and such other Members who have positively consented in writing to receive the same by electronic mode. Members who have received the Notice of EGM, Proxy Form

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and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the EGM.

10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, Members may note that the EGM Notice will also be available on the Company's website at www.kouradiamondjewelry.com and on the website of BSE at www.bseindia.com.
11. Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the e-voting facility shall be provided to shareholders in compliance with the conditions specified under Companies (Management and Administration) Rules, 2014, or amendments thereto. However, the Company, being listed on the SME platform of BSE, has been exempted from complying with e-voting requirements vide MCA Notification dated 19th March, 2015 by amendment in Rule 20 of the Companies (Management and Administration) Rules, 2014. Hence pursuant to the notification, the e-voting facility has not been provided.
12. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice.

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

In respect of Item No. 1:

In terms of preferential issue, the approval of the Shareholders by special resolution is required for issue of preferential allotment of Equity Shares and for making amendments to the Articles of Association to empower the Company for the said further issue of securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement.

Consent of the members is therefore sought in connection with the aforesaid amendment of Articles of Association.

A draft copy of the altered AOA can be inspected by the members at the Registered office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. to 5:00 P.M. up to the date of Extra Ordinary General Meeting

The Board recommends the resolution for the approval of Members by way of Special Resolution.

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

In respect of Item No. 2:

Considering the overall business growth, future expansion and the operational needs, the Company needs to raise funds for its operations by various means. Further, raising of funds by way of issuance of equity shares requires the sufficient Authorised Share Capital of the Company. Therefore, it is proposed to increase the Authorised Share Capital of the Company.

Considering the aforesaid, the Board of Directors at its meeting held on Friday, June 06, 2025, subject to the approval of the members of the Company, considered, approved and recommended to increase in the Authorised Share Capital of the Company from existing Rs. 4,00,00,000 (Rupees Four Crore Only) divided into 40,00,000 (Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,20,00,000 (Rupees Seven Crore Twenty Lakh Only) divided into 72,00,000 (Seventy-Two Lakh) Equity Shares of having face value of Rs.10/- (Rupees Ten Only) by creating additional Rs. 3,20,00,000 (Rupees Three Crore Twenty Lakhs Only) divided into 32,00,000 (Thirty-Two Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each ranking *pari passu* in all respects with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

Consequently, the existing clause V of the Memorandum of Association of the Company also needs to be altered for increase in the Authorised Share Capital of the Company.

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Pursuant to the provisions of Section 13, and 61 of the Companies Act, 2013, any amendment in Memorandum of Association pursuant to alteration of share capital requires the approval of the members of the Company by way of an ordinary resolution.

The Board recommends the resolution for the approval of Members by way of Ordinary Resolution.

Copy of the existing Memorandum of Association with proposed alterations, will be made available for inspection at the registered office of the Company on any working day except Saturday, between 11:00 a.m. and 1:00 p.m. up to the date of the AGM. The aforesaid documents will also be available for inspection electronically as the same would be uploaded on the website of the Company at www.kouradiamondjewelry.com

None of its Directors, Key Managerial Personnel and relatives thereof are concerned or interested, financially or otherwise, in the aforesaid resolution.

In respect of Item No. 3. & 4.

The members are being informed that considering the future growth prospects, the Company requires more working capital, and adequate liquidity in line with growth strategy. Therefore, in order to enhance its long-term resources and thereby strengthening the financial structure, the Company has been exploring various options for raising funds.

Considering the above, the Board of Directors of the Company in its meeting held on Friday, June 06, 2025, subject to the approval of the members of the Company and other regulatory approvals, considered and approved the proposal for raising funds by way of issuance and allotment of

- a) Up to 6,50,000 equity shares at an issue price of Rs. 31.30/- per share (including a premium of Rs. 21.30/- per share) to the Promoters on preferential basis.
- b) Up to 25,00,000 convertible warrants at an issue price of Rs. 31.30/- per share (including a premium of Rs. 21.30/- per share) to the promoters & non-promoters on preferential basis.

The proceeds from the Offer shall be used for the working capital and general corporate purposes of the Company.

In accordance with section 23, 42, 62 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("SEBI ICDR Regulations"),

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the approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Information required in respect of the proposed issue of Equity Shares and Warrants, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under.

1. Purpose(s) and Object(s) of the Issue and particulars of the offer

The Company proposes to raise funds by issue of equity shares and warrants through preferential allotment on private placement basis. The funds raised through the proposed issue will be utilized for the purpose of meeting working capital requirements and general corporate purposes.

The Proceeds are proposed to be deployed towards the purpose set out above and not proposed to be utilized towards any specific project. Accordingly, the requirement to disclose: (i) the break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project, are not applicable.

The requirement stipulated by BSE Notice No. 20221213-47 dated December 13, 2022 with respect to the additional disclosures for objects of the issue is not applicable as the issue size of the preferential issue is less than Rs. 100 Crore.

2. Kind of Securities: Equity Shares & Convertible Warrants

3. Maximum number of specified securities to be issued, and the price at which security is being offered

It is proposed to issue and allot in aggregate:

- a) Up to 6,50,000 equity shares at an issue price of Rs. 31.30/- per share (including a premium of Rs. 21.30/- per share) to the Promoters on preferential basis.
- b) Up to 25,00,000 convertible warrants at an issue price of Rs. 31.30/- per share (including a premium of Rs. 21.30/- per share) to the promoters & non-promoters on preferential basis.

The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

4. Date of passing Board Resolution: Friday, June 06, 2025.

5. Amount which the Company intends to raise by way of such issue of securities

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Aggregating up to Rs. 9,85,95,000 (Rupees Nine Crore Eighty-Five Lakh Ninety-Five Thousand only) as per the Item No. 3 & 4.

6. Intention of the Promoters / Promoter Group / Directors or Key Managerial Personnel or senior management of the Company to subscribe to the offer; Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects

None of the Promoters, Directors or Key Managerial Personnel or senior management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue except below mentioned:

SN.	Name of the proposed allottee	Category/Designation/Relation	Securities proposed to be allotted
1	Soham Kamlesh Lodhiya	Promoter	5,00,000
2	Mirali Kamlesh Lodhiya	Promoter	5,00,000
3	Charmi Kamlesh Lodhiya	Whole-time director & Promoter	5,00,000
4	Jeetkumar Nileshkumar Makadia	(Proposed Promoter)	6,50,000

7. Justification for the price (including premium, if any) at which the offer or invitation is being made; Basis on which the price has been arrived, along with the report of the registered valuer and name and address of the valuer who performed valuation

The Equity Shares of Company are listed on BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Monday, June 02, 2025 and are frequently traded in accordance with SEBI ICDR Regulations.

Accordingly, the Price of the Equity Shares to be allotted to the Proposed Allottees of the Company shall not be less than the price determined in accordance with regulation 164 of the SEBI ICDR Regulations.

Regulation 164 of the SEBI ICDR Regulations prescribes the minimum price at which a preferential issue may be made and accordingly, the minimum price of the Equity Shares shall be the higher of:

- The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; and
- The 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

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As per the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity Share can be issued is Rs. 30.87/-.

The Company proposes to issue the Equity Share at an issue price of Rs. 31.30/- (Rupees Thirty-one and Thirty Paise only) per Equity Share which is not less than the minimum price computed in accordance with Regulation 164 of the SEBI ICDR Regulations.

8. Pricing of Preferential Issue

The Equity Shares of the Company are listed on the BSE Limited. There is frequent trading of Shares of the Company on BSE Limited in terms of Regulation 164 of the SEBI (ICDR) Regulations, 2018. Further the issue of Equity Shares may result in to allotment of more than five per cent of the post issue fully diluted share capital of the Company to certain allottees, pursuant to the provisions of Regulation 166A of the SEBI (ICDR) Regulations, 2018.

The Company has obtained a valuation certificate dated 06th June, 2025 from Mr. Abhinav Rajvanshi (FCA), Registered Valuer with IBBI Registration No. IBBI/RV/06/2019/11765 ('Independent Valuer') certifying the price of Equity Share and Warrant in accordance with Regulation 164 and 166A of the SEBI (ICDR) Regulations, 2018 and same has been updated on the Website of the Company and Website link is https://kouradiamondjewelry.com/?page_id=3341 As per the Valuation Report, the Fair Value is Rs. 30.90/- per Equity Share & Warrant however the Company has fixed the issue price at Rs. 31.30/- (Rupees Thirty-One and Thirty Paise only) per Equity Share and Warrant.

9. Method of determination of price as per the Articles of Association of the Company

Not applicable as the Articles of Association of the Company are silent on the determination of a floor price/minimum price of the shares issued on preferential basis.

Accordingly, each Equity Share of the face value of Rs. 10/- is issued at a price of Rs. 31.30/- Per share as determined in accordance with Chapter V of SEBI ICDR Regulations on preferential allotment basis.

10. Relevant Date with reference to which the price has been arrived at:

The Relevant Date as per Regulation 161 of the SEBI ICDR Regulations for the determination of the minimum price for Equity Shares to be issued is fixed as Monday, June 02, 2025 i.e., 30 (thirty) days prior to the date of this EGM.

11. The names and Identity of proposed allottees, identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

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Sr. No.	Name of proposed allottees	Beneficial Ownership	Current & Proposed Status / Category	*Pre Issue Shareholding		No. of Equity Shares to be allotted	No. of Warrants to be allotted	#Post Issue Shareholding	
				No of share	%			No of share	% of the post Capital
1	Jeetkumar Niles kumar Makadia	Jeetkumar Niles kumar Makadia	(Current – Non-Promoter) (Proposed - Promoter)	5500	0.15	6,50,000		6,55,500	9.71
2	Charmi Kamlesh Lodhiya	Charmi Kamlesh Lodhiya	Promoter	2750	0.08	-	5,00,000	5,02,750	7.45
3	Soham Kamlesh Lodhiya	Soham Kamlesh Lodhiya	Promoter	2750	0.08	-	5,00,000	5,02,750	7.45
4	Mirali Kamlesh Lodhiya	Mirali Kamlesh Lodhiya	Promoter	5500	0.15	-	5,00,000	5,05,500	7.49
5	Patel Yagneshkumar	Patel Yagneshkumar	Non-promoter	-	-	-	1,59,000	1,59,000	2.36
6	Krishna Ramaiya	Krishna Ramaiya	Non-promoter	-	-	-	54,000	54,000	0.80
7	Hareshchandra R Ramaiya	Hareshchandra R Ramaiya	Non-promoter	-	-	-	54,000	54,000	0.80
8	Dholiya Vinubhai	Dholiya Vinubhai	Non-promoter	-	-	-	50,000	50,000	0.74
9	Dholiya Manishaben	Dholiya Manishaben	Non-promoter	-	-	-	50,000	50,000	0.74
10	Damini Vivek Dholiya	Damini Vivek Dholiya	Non-promoter	-	-	-	50,000	50,000	0.74
11	Dholiya Vivek	Dholiya Vivek	Non-promoter	-	-	-	50,000	50,000	0.74
12	Bhaumik Bharodiya	Bhaumik Bharodiya	Non-promoter	-	-	-	50,000	50,000	0.74
13	Bharodiya Aayush Kumar	Bharodiya Aayush Kumar	Non-promoter	-	-	-	50,000	50,000	0.74
14	Bharodiya Mansukhbhai	Bharodiya Mansukhbhai	Non-promoter	-	-	-	25,000	25,000	0.37
15	Madhuben Bharodiya	Madhuben Bharodiya	Non-promoter	-	-	-	25,000	25,000	0.37
16	Soni Gemini Jitendrabhai	Soni Gemini Jitendrabhai	Non-promoter	-	-	-	25,000	25,000	0.37
17	Dholiya Jatin Ashokbhai	Dholiya Jatin Ashokbhai	Non-promoter	-	-	-	24,000	24,000	0.36

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18	Kalpeshbhai Babubhai Moradiya	Kalpeshbhai Babubhai Moradiya	Non-promoter	-	-	-	24,000	24,000	0.36
19	Mordiya Jayshreeben Kalpeshbhai	Mordiya Jayshreeben Kalpeshbhai	Non-promoter	-	-	-	24,000	24,000	0.36
20	Viradiya Bharatbhai P	Viradiya Bharatbhai P	Non-promoter	-	-	-	24,000	24,000	0.36
21	Viradiya Harsh Bharatbhai	Viradiya Harsh Bharatbhai	Non-promoter	-	-	-	24,000	24,000	0.36
22	Patel Vaishnav	Patel Vaishnav	Non-promoter	-	-	-	24,000	24,000	0.36
23	Patel Vaibhav	Patel Vaibhav	Non-promoter	-	-	-	24,000	24,000	0.36
24	Sonar Parth Chandrakant	Sonar Parth Chandrakant	Non-promoter	-	-	-	24,000	24,000	0.36
25	Patel Sonalben Nitinbhai	Patel Sonalben Nitinbhai	Non-promoter	-	-	-	24,000	24,000	0.36
26	Prajapati Jaimin Jayeshkumar	Prajapati Jaimin Jayeshkumar	Non-promoter	-	-	-	24,000	24,000	0.36
27	Viradiya Ayushi Harsh	Viradiya Ayushi Harsh	Non-promoter	-	-	-	24,000	24,000	0.36
28	Kansara Ankit Jagdishbhai	Kansara Ankit Jagdishbhai	Non-promoter	-	-	-	22,000	22,000	0.33
29	Bhavika Divyangkumar Patel	Bhavika Divyangkumar Patel	Non-promoter	-	-	-	20,000	20,000	0.30
30	Patel Divyang Maheshbhai	Patel Divyang Maheshbhai	Non-promoter	-	-	-	20,000	20,000	0.30
31	Prafulkumar G Solanki	Prafulkumar G Solanki	Non-promoter	-	-	-	16,000	16,000	0.24
32	Thakor Bhavanji K	Thakor Bhavanji K	Non-promoter	-	-	-	16,000	16,000	0.24

*The pre preferential Issue shareholding pattern as on the March 31, 2025 as available on the Stock Exchange website i.e. www.bseindia.com

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares and Warrants and conversion into equity shares.

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

The Company has not made any preferential allotment during the year.

13. Shareholding Pattern before and after the issue:

Sr. No.	Category	*Pre-issue	#Post Issue
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		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	Promoters and Promoter Group Holding				
1	Individuals/Hindu undivided Family	25,95,725	72.07	47,45,725	70.29
	Bodies Corporate	0.00	0.00	0.00	0.00
	Sub Total (A) (1)	25,95,725	72.07	47,45,725	70.29
2	Foreign	0.00	0.00	0.00	0.00
	Promoters/ Promoter Group	0.00	0.00	0.00	0.00
	Individuals / HUF	0.00	0.00	0.00	0.00
	Bodies Corporate	0.00	0.00	0.00	0.00
	Sub Total (A) (2)	0.00	0.00	0.00	0.00
	Sub Total (A)	25,95,725	72.07	47,45,725	70.29
B1	Institutions (Domestic)	0.00	0.00	0.00	0.00
	Alternative Investment Fund	0.00	0.00	0.00	0.00
	Sub Total B1	0.00	0.00	0.00	0.00
B2	Institutions (Foreign)	0.00	0.00	0.00	0.00
	Foreign Portfolio Investors Category I	0.00	0.00	0.00	0.00
B2	Sub Total B2	0.00	0.00	0.00	0.00
B3	Central Government/ State Government(s)/ President of India	0.00	0.00	0.00	0.00
B4	Non-Institutions	0.00	0.00	0.00	0.00
	Key Managerial Personnel	0.00	0.00	0.00	0.00
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	9,51,775	26.43	10,23,775	15.16
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	0.00	0.00	9,28,000	13.75
	Bodies Corporate	0.00	0.00	0.00	0.00
	Non-Resident Indians (NRIs)	26,000	0.72	26,000	0.39
	Any Other (specify)				
	Firm/Trust	0.00	0.00	0.00	0.00
	HUF	28,000	0.78	28,000	0.41
	Sub Total B4	10,05,775	27.93	20,05,775	29.71
	B=(B1+B2+B3+B4)	10,05,775	27.93	20,05,775	29.71
	Total (A+B)	36,01,500	100.00	67,51,500	100.00

KOURA FINE DIAMOND JEWELRY LIMITED

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Web: www.kouradiamondjewelry.com

Email: info@kouradiamondjewelry.com

Phone No: 079 - 49385740

**The pre preferential Issue shareholding pattern as on the March 31, 2025 as available on the Stock Exchange website i.e. www.bseindia.com*

The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares and Warrants and conversion into equity shares.

14. Proposed time frame within which the issue or allotment shall be completed:

Pursuant to the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall complete the allotment of equity shares of the Company to the proposed allottees on or before the expiry of 15 days (fifteen days) from the date of passing of Special Resolution by the members of the Company. Provided that where the issue and allotment of the shares is pending on account of any approval or permission for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

15. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment

There shall be no change in the management or control over the Company, pursuant to the above-mentioned preferential allotment.

16. The justification for the proposed allotment to be made for consideration other than cash, together with the valuation report of the registered valuer: Not applicable.

17. Lock-in period

The proposed allotment shall be subject to a lock-in, as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and shall be locked in for such further period(s).

18. Listing of the proposed shares

The Company shall make an application to BSE Limited, on which the existing equity shares of the Company are listed, for listing of the aforementioned shares. The above shares, once allotted, shall rank *pari passu* with the existing equity shares of the Company in all respects, including dividend.

19. Certificate of Practicing Company Secretary:

The certificate from, M/S Dilip Swarnkar & Associates, the Practicing Company Secretary, certifying that the Preferential Allotment is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, is hosted on the Company's website and is accessible at link: https://kouradiamondjewelry.com/?page_id=3341

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20. The percentage (%) of Post Preferential Issue Capital that may be held by the allottees and change in control, if any, consequent to the Preferential Issue:

The percentage (%) of Post Preferential Issue Capital that may be held by the allottees as mentioned in table below and there shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Shares.

Sr. No.	Name of proposed allottees	Current & Proposed Status / Category	*Pre Issue Shareholding		No. of Equity Shares to be allotted	No. of Warrants to be allotted	#Post Issue Shareholding	
			No of share	%			No of share	% of the post Capital
1	Jeetkumar Nileshkumar Makadia	(Current – Non-Promoter) (Proposed – Promoter)	5500	0.15	6,50,000		6,55,500	9.71
2	Charmi Kamlesh Lodhiya	Promoter	2750	0.08	-	5,00,000	5,02,750	7.45
3	Soham Kamlesh Lodhiya	Promoter	2750	0.08	-	5,00,000	5,02,750	7.45
4	Mirali Kamlesh Lodhiya	Promoter	5500	0.15	-	5,00,000	5,05,500	7.49
5	Patel Yagneshkumar	Non-promoter	-	-	-	1,59,000	1,59,000	2.36
6	Krishna Ramaiya	Non-promoter	-	-	-	54,000	54,000	0.80
7	Hareshchandra R Ramaiya	Non-promoter	-	-	-	54,000	54,000	0.80
8	Dholiya Vinubhai	Non-promoter	-	-	-	50,000	50,000	0.74
9	Dholiya Manishaben	Non-promoter	-	-	-	50,000	50,000	0.74
10	Damini Vivek Dholiya	Non-promoter	-	-	-	50,000	50,000	0.74
11	Dholiya Vivek	Non-promoter	-	-	-	50,000	50,000	0.74
12	Bhaumik Bharodiya	Non-promoter	-	-	-	50,000	50,000	0.74
13	Bharodiya Aayush Kumar	Non-promoter	-	-	-	50,000	50,000	0.74

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14	Bharodiya Mansukhbhai	Non- promoter	-	-	-	25,000	25,000	0.37
15	Madhuben Bharodiya	Non- promoter	-	-	-	25,000	25,000	0.37
16	Soni Gemini Jitendrabhai	Non- promoter	-	-	-	25,000	25,000	0.37
17	Dholiya Jatin Ashokbhai	Non- promoter	-	-	-	24,000	24,000	0.36
18	Kalpeshbhai Babubhai Moradiya	Non- promoter	-	-	-	24,000	24,000	0.36
19	Mordiya Jayshreeben Kalpeshbhai	Non- promoter	-	-	-	24,000	24,000	0.36
20	Viradiya Bharatbhai P	Non- promoter	-	-	-	24,000	24,000	0.36
21	Viradiya Harsh Bharatbhai	Non- promoter	-	-	-	24,000	24,000	0.36
22	Patel Vaishnav	Non- promoter	-	-	-	24,000	24,000	0.36
23	Patel Vaibhav	Non- promoter	-	-	-	24,000	24,000	0.36
24	Sonar Parth Chandrakant	Non- promoter	-	-	-	24,000	24,000	0.36
25	Patel Sonalben Nitinbhai	Non- promoter	-	-	-	24,000	24,000	0.36
26	Prajapati Jaimin Jayeshkumar	Non- promoter	-	-	-	24,000	24,000	0.36
27	Viradiya Ayushi Harsh	Non- promoter	-	-	-	24,000	24,000	0.36
28	Kansara Ankit Jagdishbhai	Non- promoter	-	-	-	22,000	22,000	0.33
29	Bhavika Divyangkumar Patel	Non- promoter	-	-	-	20,000	20,000	0.30
30	Patel Divyang Maheshbhai	Non- promoter	-	-	-	20,000	20,000	0.30
31	Prafulkumar G Solanki	Non- promoter	-	-	-	16,000	16,000	0.24
32	Thakor Bhavanji K	Non- promoter	-	-	-	16,000	16,000	0.24

**The pre preferential Issue shareholding pattern as on the March 31, 2025 as available on the Stock Exchange website i.e. www.bseindia.com*

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The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the Equity Shares and Warrants and conversion into equity shares.

21. Other Disclosures/ Undertakings

- a) The Company, none of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters, issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of SEBI ICDR Regulations.
- b) The proposed allottees, the beneficial owners to proposed allottees, issuer, its promoter and directors, have not been declared as wilful defaulter or a fraudulent borrower as per RBI Circular Ref. No. RBI/2015-16/100 DBR.No.CID.BC.22/20.16.003/2015-16 dated 1 July 2015 by the banks.
- c) The proposed allottees and the beneficial owners to proposed allottees have not been, directly or indirectly, debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.
- d) None of the Promoters or Directors of the Company is a fugitive economic offender as defined under section 12 of the Fugitive Economic Offenders Act, 2018.
- e) Neither the Company nor any of its Promoters or Directors is a fraudulent borrower;
- f) Issuer, proposed allottees and beneficial owners do not have direct or indirect relation with the companies, its promoters and whole-time directors, which are compulsorily delisted by any recognized stock exchange.
- g) The proposed allottees have confirmed that they have not sold any equity share of the Company during the 90 trading days preceding the Relevant Date.
- h) The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.
- i) Since the Company's equity shares are listed on BSE Limited for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price, nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

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- j) There is no outstanding due to Securities Exchanges Board of India, the stock exchange or the depositories.
- k) The Company is in compliance with the conditions for continuous listing of equity shares, as specified in the listing agreement with BSE Limited, where the equity shares of the issuer are listed, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder; and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- m) The Company has obtained Permanent Account Numbers of the proposed allottees.
- n) The preferential issue of securities is being made in strict compliance with the provisions of SEBI (ICDR) Regulations, 2018 and the amendments, thereof, pertaining to conditions for preferential issue.
- o) The proposed preferential issue is not ultra vires to the provisions of Articles of Association of the issuer.

The approval of the shareholders by way of a special resolution is required for the proposed issue and allotment of Equity Shares and Warrants to the promoter and non-promoter on a preferential basis, pursuant to the applicable provisions of the Companies Act, 2013, read with applicable rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Board of Directors recommend passing of **Special Resolutions** as set out in **Item No. 3 & 4** of the accompanying notice relating to the issue and allotment of equity shares on a preferential basis.

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

**By order of the Board,
Koura Fine Diamond Jewelry Limited**

**Place: Ahmadabad
Date: 06th June, 2025**

Sd/-

**Kamlesh Keshavlal Lodhiya
Managing Director
DIN: 09547591**

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Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the Extraordinary General Meeting of the Company held at the Registered Office of the Company situated at G/F-02, Sigma Icon-2, Opposite Medilink Hospital, 132ft Ring Road, Shyamal Square, Satellite, Jodhpur Char Rasta, Ahmedabad, Ahmadabad City, Gujarat, India, 380015 on Wednesday, July 02, 2025 at 11:00 AM.

Full Name	
Address	
Folio No.	
DP ID No.	
Client ID No.	
No. of Shares Held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company.

Full name of the Shareholder/Proxy

(in block letters)

Signature of Shareholder/Proxy

Note: Only Member/Proxy holder can attend the meeting.

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Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the Member(s):

Registered address:

E-mail Id:

Folio No./Client ID No.

DP ID No.

I/We, being the holder(s) of _____ Equity Shares of Company, appoint:

1. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her _____
Signature: _____
2. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her _____
Signature: _____
3. Mr./Mrs. _____ of _____
E-mail Id: _____ or failing him/her _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, July 02, 2025, at 11:00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below;

1. Alteration the Articles of Association (AOA) of Company.
2. Increasing in Authorised Share Capital of Company.
3. To consider and approve issuance of 6,50,000 equity shares on a preferential basis for cash consideration.
4. To consider and approve issuance of 25,00,000 convertible warrants on a preferential basis for consideration in cash.

Signed this _____ day of 2025

Signature of Shareholder

Signature of Proxy holder(s)

Note:

- a) This Form of the proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- b) A proxy need not be a member of the Company.

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- c) A person can act as a proxy on behalf of the members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carry voting rights.
- d) If a member holding more than 10% of the total share capital carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other member.
- e) In case of Joint holder, the vote of the senior who tender as vote, whether in person or by proxy, shall be accepted to the exclusion to the vote of other joint holders. Seniority shall be determined by the order in which the name stand in the register of members.
- f) This is optional please put a tick mark (✓) in appropriate column against the resolution indicated above. In case of members wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns "For", "Against". In case the members leave the column(s) blank, the proxy will be entitled to vote in the manner he/she thinks appropriate.
- g) An instrument of Proxy duly filled, stamped and signed, is valid only for the Meeting to which it relates including any adjournment thereof.
- h) An instrument of Proxy is valid only if it is properly stamped. Unstamped or inadequately stamped Proxies or Proxies upon which the stamps have not been cancelled are invalid.
- i) The Proxy-holder should prove his identity at the time of attending the meeting.
- j) An authorised representative of a body corporate or of the President of India or of the Governor of a State, holding shares in a company, may appoint a Proxy under his signature.
- k) A proxy form which does not state the name of the Proxy should not be considered valid.
- l) If an undated Proxy, which is otherwise complete in all respects, is lodged within the prescribed time limit, it should be considered valid.
- m) If a company receives multiple Proxies for the same holdings of a Member, the proxy which is dated last is considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple Proxies should be treated as invalid.
- n) If a Proxy had been appointed for the original Meeting and such Meeting is adjourned, any Proxy given for the adjourned Meeting revokes the Proxy given for the original Meeting.
- o) A Proxy later in date revokes any Proxy/Proxies dated prior to such Proxy.
- p) A Proxy is valid until written notice of revocation has been received by the company

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before the commencement of the Meeting or adjourned Meeting, as the case may be. A Proxy need not be informed of the revocation of the Proxy issued by the Member. Even an undated letter of revocation of Proxy should be accepted. Unless the Articles provide otherwise, a notice of revocation should be signed by the same person who had signed the Proxy.

- q) Requisitions, if any, for inspection of Proxies should be received in writing from a member at least three days before the commencement of the Meeting.
- r) Proxies should be made available for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.

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BALLOT FORM

[Pursuant to section 109(5) of the Companies Act, 2013 and Rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting (EGM)

Sr. No.	Particular	Details
1	Name of the First named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. / *DP ID and Client ID (*for holder holding shares in Demat form)	
4	Class of Share	

I/We hereby exercise my/ our vote in respect of the Special Resolutions enumerated below and as set out in the Notice of Extra-Ordinary General Meeting (EGM) of the Company scheduled on Wednesday, July 02, 2025 at 11:00 A.M by recording my/our assent or dissent to the said resolutions by placing tick (✓) mark in the appropriate box below:

Sr. No.	Resolution	No. of Shares Held	(FOR)	(AGAINST)
			I/We Assent to the Resolution	I/We Dissent from the Resolution
Special Business				
1.	Alteration the Articles of Association (AOA) of Company.			
2.	Increasing in Authorised Share Capital of Company.			
3.	To consider and approve issuance of 6,50,000 equity shares on a preferential basis for cash consideration.			
4.	To consider and approve issuance of 25,00,000 convertible warrants on a preferential basis for consideration in cash.			

Signature: Shareholder/Authorized Representative

Place:

Date:

Note: Please read the instructions given below carefully before exercising your vote.

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INSTRUCTIONS

1. Please complete and sign the Ballot Form and put the same in the Ballot Box provided at the EGM Venue.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of Company, trust, society etc. certified copy of Board Resolution authorizing representative must be registered or filed with us in advance to avoid any inconvenience.
4. Votes must be cast in case of each resolution by marking (✓) mark in the appropriate column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company.
6. Unsigned, incomplete, improperly filled ballot forms will not be counted for voting.
7. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
8. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.kouradiamondjewelry.com within two days of the passing of the Resolutions at the EGM of the Company, and communicated to the BSE Limited, where the shares of the Company are listed.

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ROUTE MAP

ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING OF COMPANY

VENUE – G/F-02, SIGMA ICON-2, OPPOSITE MEDILINK HOSPITAL, 132FT RING ROAD,
SHYAMAL SQUARE, SATELLITE, JODHPUR CHAR RASTA, AHMEDABAD, AHMADABAD CITY,
GUJARAT, INDIA, 380015

DATE - WEDNESDAY, JULY 02, 2025

TIME - 11:00 A.M.

