



LYPSA
www.lypsa.in

February 10, 2026

To, BSE Limited Ground Floor, P.J. Tower Dalal Street Mumbai- 400001 Security Code: 534532	To, Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, G. Block Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051 Symbol: LYPSAGEMS
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Dear Sir/Madam,

Sub.: Intimation of Postal Ballot Notice of the Company

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated February 10, 2026.

Further the Postal Ballot Notice sent only through electronic mode to those Members who have registered their e-mail address with their Depository Participant(s) ('DPs') or with the Registrar and Share Transfer Agent of the Company and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') and for reckoning the voting rights of the Members of the Company as on Saturday, 07th February, 2026. ('Cut-off date') in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and applicable MCA Circulars and SEBI Circulars.

The Company has availed remote e-voting facility from CDSL and below is the calendar of the events for remote e-voting:

1.	Date of completion of dispatch of notice of postal ballot to the shareholders of the Company through E-mail	February 10, 2026
2.	Cut-off date to record the entitlement of the shareholders to cast their vote electronically.	February 07, 2026
3.	Date and time of commencement of voting through electronic means and physical ballot form	February 12, 2026 at 09.00 A.M. (IST)
4.	Date and time of end of voting through electronic means and last date for receipt for physical ballot form	March 14, 2026 at 05.00 P.M. (IST).
5.	Date of declaration of result by the Chairman /Company Secretary on or before	March 16, 2026

You are requested to consider the same for your reference and record.

The said information is also being made available on the website of the Company i.e www.lypsa.in.

Thanking You
Yours faithfully

For Lypsa Gems & Jewellery Limited


Dipan Babulal Patwa
Managing Director
DIN: 02579405



LYPSA GEMS & JEWELLERY LIMITED [CIN: L28990GJ1995PLC028270]

Regd. Office: Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road, Chhapi, Vadgam, Banaskantha, Gujarat – 385210. India.

Corp. Office: 312A, 3RD Floor, Panchratna Society, Opera House, Girgaon, Mumbai – 400 004 | Email: info@lypsa.in

POSTAL BALLOT NOTICE

[Pursuant to Section 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 to the members of **LYPSA GEMS & JEWELLERY LTD** (the "Company") that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 20, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, 03/2025, dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 and other applicable provisions, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), read with applicable circulars under the Act and Listing Regulations, Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, the Articles of Association of the Company and subject to other applicable laws, rules and regulations, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval of the shareholders of the Company for the business set out hereunder through Postal Ballot ("the Postal Ballot") by way of remote e-voting ("e-voting") process.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, pertaining to the below appended resolution setting out the material facts and the reasons thereof, is annexed herewith for your consideration.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with Rule 22(5) of the Rules, the Board has appointed **Mrs. Rupal Patel** (FCS-6275, CP No-3803), Practicing Company Secretaries, Ahmedabad, as 'Scrutinizer' to scrutinize the Postal Ballot process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. The Company has made necessary arrangements with M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED, Registrar and Share Transfer Agent ("RTA") to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

The members desiring to exercise their vote on the resolutions included in this notice of the Postal Ballot by electronic means i.e. through e-voting services provided by CDSL. The e-voting period shall commence on **Thursday, 12th February, 2026 at 09.00 A.M. (IST)** and end on **Saturday, 14th March, 2026 at 05.00 P.M. (IST)**. Members are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the e-voting process not later than **Saturday, 14th March, 2026 at 05.00 P.M. (IST)**. E-voting will be blocked by CDSL immediately thereafter and voting will not be allowed beyond the said date and time.

Upon the completion of scrutiny of the votes, the Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced not later than two (2) working days or three (3) days, whichever is earlier from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The results of the Postal Ballot will be intimated to the BSE Limited, where the shares of the Company are listed. The said results along with the Scrutinizer's Report will also be displayed on the website of the Company (www.lypsa.in) as well as on CDSL's website-<https://www.evotingindia.com> and will be displayed on the notice board of the Company at its Registered Office. In accordance with Secretarial Standards issued by the Institute of Company Secretaries of India and notified by the Central Government, the resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e. **Saturday, 14th March, 2026**, in terms of SS-2.

RESOLUTION FOR APPROVAL THROUGH POSTAL BALLOT

SPECIAL BUSINESSES:

1. To approve Change of Name of the Company from "LYPSA GEMS & JEWELLERY LIMITED" to "AURUS GEM CORPORATION LIMITED" and, consequential amendment in name Clause of the Memorandum of Association of the 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 13 and other applicable provisions, if any, of the Companies Act, 2013 read along with applicable rules, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of Central Government or such other authority(ies) as may be necessary, the approval of the Shareholders be and is hereby accorded to the board of director of the company to change the name of the Company from "LYPSA GEMS & JEWELLERY LIMITED" to "AURUS GEM CORPORATION LIMITED".

"FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following

Clause: 1. The Name of the Company is "AURUS GEM CORPORATION LIMITED".

"FURTHER RESOLVED THAT in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company, AURUS GEM CORPORATION LIMITED."

"FURTHER RESOLVED THAT any of the Director of the Company be and is hereby authorized to do all such acts, things and deeds as may be required in order to the effective execution of the said resolution including but not limited to file necessary e-forms under his digital signature with Registrar of Companies or such other Regulatory Authorities."

2. To approve disposal of Assets of the company under section 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to Section 180(1)(a) of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company, to sell, assign, transfer, convey and deliver Undertaking including assets and business located in the state of GUJARAT with related assets and liabilities, as identified by the Board of Directors of the Company, on a going concern basis at prevailing market price."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, to execute, deliver and perform such agreements, contracts, deeds and other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government/Quasi Government authorities, lenders, financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects."

3. To approve the appointment of Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) as a Non-Executive Independent Director of the 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 Sections 149 (read with Schedule IV of the Companies Act, 2013), 150, 152, 160, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 (the Act, 2013), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 17, 25(2A) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendations of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) who was appointed as an Additional Director in the capacity of Non - Executive Independent Director with effect from May 29, 2025 and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI LODR 2015, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from 09th February, 2026 till 08th February, 2031, not liable to retirement by rotation."

"RESOLVED FURTHER THAT Board of Directors or Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

Date: 10/02/2026
Place: Banaskantha

Registered Office:
Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank,
Chhapi-Pirojpur Road, Chhapi, Vadgam, Banaskantha, Gujarat –
385210.
CIN:L28990GJ1995PLC028270
Email: info@lypsa.in
Website: www.lypsa.in

By the order of the Board
For Lypsa Gems & Jewellery Limited




Dipan Babulal Patwa
Managing Director
DIN: 02579405

NOTES:

- 1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts concerning the Special Resolution and the reasons thereof is annexed.**
2. In compliance with the MCA Circulars, the Company is sending this Postal Ballot Notice to the Members in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
3. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on **Saturday, 07th February, 2026**. The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company's Registrar and Share Transfer Agent ("RTA").
4. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by CDSL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.

6. The e-voting period shall commence on **Thursday, 12th February, 2026 from 9.00 a.m. (IST)** and shall end on **Saturday, 14th February, 2026 at 5.00 p.m. (IST)**. E-voting shall not be allowed beyond the said date and time.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., **Saturday, 07th February, 2026**.
8. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
9. The Board of Directors of the Company ("**the Board**"), has appointed **Mrs. Rupal Patel, Practicing Company Secretary (COP: 3803)** as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
10. The Scrutinizer will submit her report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 2 working days or 3 days, whichever is earlier from the conclusion of e-voting and will also be displayed on the Company website www.lypsa.in, on the website of CDSL www.evotingindia.com and communicated to the stock exchange i.e. BSE Limited and RTA.
11. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e **Saturday, 14th March, 2026**. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to info@lypsa.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
12. Members may send an email request to scs_pl@yahoo.co.in, service@satellitecorporate.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to scs_pl@yahoo.co.in, service@satellitecorporate.com or contact RTA at 022-28520461-62.
13. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at scs_pl@yahoo.co.in, service@satellitecorporate.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Satellite Corporate Services Pvt. Ltd either by email to scs_pl@yahoo.co.in , service@satellitecorporate.com or by post to A/106-107, Dattani Plaza, East West Indl. Compound, Andheri Kurla Road, Safed Pool, Sakinaka, Mumbai-400072 .	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and Debentures) Rules, 2014	Form ISR - 13
	Declaration to opt out	Form ISR - 3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR - 4
	The forms for updating the above details are available at www.lypsa.in .	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

14. The Postal Ballot Notice and supporting documents are uploaded on the website of the Company, i.e. www.lypsa.in and can also be accessed from the website of the BSE at www.bseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of CDSL, i.e. www.evotingindia.com.

How do I vote electronically using CDSL e-Voting system?

The way to vote electronically on CDSL e-Voting system are mentioned below:

(i) The voting period begins on Thursday, February 12, 2026 at 9:00 A.M. (IST) and ends on Saturday, March 14, 2026 at 5:00 P.M. (IST) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, February 07, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Log on to the e-voting website www.evotingindia.com

Click on "Shareholders" tab.

Now enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8-character DP ID followed by 8 digits client ID,
- Members holding shares in physical form should enter folio number registered with the Company.

(iii) Next enter the Image Verification as displayed and Click on Login.

(iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(v) If Demat account holder has forgotten his/ her existing password then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.

(vi) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as record your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Click on the EVSN for 'LYPSA GEMS & JEWELLERY LTD'.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify

your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xv) Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to www.lypsa.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (www.lypsa.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@cdslindia.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

15. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by September 30, 2023 vide its circulars dated November 3, 2021, December 14, 2021 and March 16, 2023. It is also mandatory to link PAN with Aadhaar. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar **Satellite Corporate Services Pvt. Ltd** at scs_pl@yahoo.co.in, service@satellitecorporate.com.
16. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
17. Pursuant to Regulation 40 of Listing Regulations, as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the last date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission or transposition of securities shall be processed only in dematerialized form. Shareholders can contact the Company or Company's RTA for any assistance in this regard.

By the order of the Board
For Lypsa Gems & Jewellery Limited

Date: 10/02/2026
Place: Banaskantha

Registered Office:
Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC
Bank, Chhapi-Pirojpara Road, Chhapi, Vadgam
,Banaskantha, Gujarat – 385210.
CIN: L28990GJ1995PLC028270
Email: info@lypsa.in
Website: www.lypsa.in




Dipan Babulal Patwa
Managing Director
DIN: 02579405

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EXPLANATORY STATEMENT

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

The following is the statement setting out the material facts relating to the Special Business mentioned in the accompanying notice dated 31st December, 2025 and shall be taken as forming part of the Notice.

ITEM NO. 1

It is hereby informed to the Members that, the Board had at its meeting held on December 31, 2025 approved to change the name of the Company from "LYPSA GEMS & JEWELLERY LIMITED" to "AURUS GEM CORPORATION LIMITED". The Company got name availability letter from MCA on 18/12/2025 for AURUS GEM CORPORATION LIMITED.

The new name represents a strategic repositioning of the company's identity, aligned with its long-term vision and evolving business focus. Aurus, derived from the Latin word for gold, reflects enduring value, credibility, and scalability, while Corp allows flexibility across future business verticals.

This change is limited to the corporate name and brand identity only. The rebranding is intended to provide a neutral, forward-looking platform for future opportunities and growth.

In light of this repositioning, the Board considers it necessary and in the best interests of the Company to adopt a name that is relevant to its evolving operations. The change of name will also support rebranding efforts, strengthen the Company's market identity, and provide clarity to stakeholders, regulatory bodies, business partners, and customers regarding the nature of the Company's business.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, read with applicable rules, the change of name of a company requires approval of the shareholders by way of a Special Resolution, followed by approval of the Central Government (powers delegated to the Registrar of Companies). Consequent to the change of name, Clause I (Name Clause) of the Memorandum of Association and the name appearing in the Articles of Association are also required to be altered.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

In order to comply with the provisions of Regulation 45(3) of SEBI (LODR) Regulations, 2015, we have annexed a certificate from a practicing chartered accountant as **Annexure-A**, pursuant to Regulation 45(3) of SEBI (LODR) Regulations, 2015 with this Notice and the same is also available at the Company's website at www.lypsa.in.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the matter and the resolution set out under Item No. 1 for the approval of the Members by way of passing **Special Resolutions**.

ITEM NO. 2

The Board of Directors of the Company, at its meeting held on December 31, 2025, discussed and evaluated the operational and financial structure of the Company, including future strategic plans and optimisation of resources. As part of this strategic review, the Board has considered the proposal for sale of the Company's undertaking located in the State of Gujarat, along with its related assets and liabilities, as may be identified by the Board.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a company can sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company only with the consent of the shareholders by way of a Special Resolution.

For the purpose of Section 180(1)(a): "Undertaking" means (i) an undertaking in which the investment of the Company exceeds 20% of its net worth, or (ii) an undertaking which generates 20% of the total income of the Company during the previous financial year.

The undertaking proposed to be disposed of, relating to the Company's business/assets located in Gujarat, falls within the meaning of "undertaking/substantially the whole of undertaking" and therefore requires the prior approval of shareholders by way of a Special Resolution.

The Board believes that the proposed transfer of the undertaking on a going concern basis at prevailing market value will enable the Company to, streamline and consolidate its operations, reduce operational inefficiencies, realign capital allocation to focus on more viable and profitable business opportunities, and strengthen the Company's financial position.

The Board also recommends authorising it to execute all necessary agreements, documents, applications, deeds and perform all acts and compliances in connection with the proposed transfer, and to delegate powers to Directors/Officers for effective implementation.

The Members are informed that the specific terms, valuation, counterparties and commercial details will be finalised by the Board of Directors in the best interest of the Company and its stakeholders, subject to applicable laws.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Resolution set out in Item No. 2 for approval of the Members as a **Special Resolution**.

ITEM NO. 3

Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) was appointed as an Additional Independent Director of the Company by the Board of Directors on 29/05/2025. Pursuant to the provisions of Section 161(1), Regulation 17 (1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013 and the Articles of Association and is eligible for appointment. The Company has received a notice in writing under Section 160 of the Act from a Member of the Company proposing Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102), as a candidate for the office of a Director.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and is not liable to retire by rotation. Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) has given a declaration to the Board that she meets the criteria of independence as provided under Section 149 (6) of the Act.

The matter regarding appointment of Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) as Independent Director was placed before the Nomination and Remuneration Committee, which recommended his appointment as an Independent Director up to 08th February, 2031.

In the opinion of the Board, Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and she is independent of management. The Board has formed an opinion that Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) possesses requisite skills and knowledge and it would be in the interests of the Company to appoint Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102), Director as an Independent Director of the Company.

Accordingly, the Board of Directors at its meeting held on 31st December, 2025, based on the recommendation of the NRC, proposed the appointment of Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) as an Independent Director of the Company for a term of five consecutive years commencing from 09th February, 2026, for the approval of the members by way of a Special Resolution, and her office shall not be liable to retire by rotation.

Pursuant to Section 160 of the Act, the Company has received a notice in writing under the hand of Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) signifying his candidature for his appointment as an Independent Director.

Further, pursuant to Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), requisite particulars of Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) including her profile are provided below:

Name of the Director	:	Mr. Rajesh Pravinchandra Rajyagor
DIN	:	10855102
Date of birth	:	15/12/1968
Date of first appointment	:	29/05/2025
Qualification and Experience	:	Secondary Education, possesses practical experience in business operations and management
Expertise	:	General Administration and Operational Management.
Director of the Company since	:	29/09/2025
Directorship in other public limited companies including listed companies	:	Nil
Membership of Committees of other public limited companies	:	Nil
Listed entities from which the person has resigned in the past three years	:	None
No. of Shares held in the Company	:	None
No. of Board Meetings Held/ Attended	:	8
Details of Remuneration sought to be paid	:	Nil
Last Remuneration drawn (per annum)	:	Nil
Disclosure of relationships between directors inter-se	:	Not related to any other Director or Key Managerial Personnel of the Company.
Terms and conditions of reappointment and Remuneration	:	Appointment of Mr. Rajesh Pravinchandra Rajyagor (DIN: 10855102) as an Independent Director of the Company for a term of five consecutive years commencing from 10 th February, 2026 to 08 th February, 2031.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in the resolution, except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the Resolution set out in Item No. 3 for approval of the Members as a **Special Resolution**.

Date: 10/02/2026
Place: Banaskantha
Registered Office:
 Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road, Chhapi, Vadgam, Banaskantha, Gujarat – 385210.
CIN: L28990GJ1995PLC028270
Email: info@lypsa.in
Website: www.lypsa.in

By the order of the Board
 Lypsa Gems & Jewellery Limited



[Signature]
 Dipan Babulal Patwa
 Managing Director
 DIN: 02579405



Annexure – A

Certificate stating compliance with the sub-regulation (1) of Regulation 45 of SEBI (Listing Obligations and Disclosure Requirement), Regulation, 2015.

TO WHOMSOEVER IT MAY CONCERN

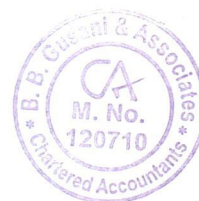
We, M/S. B B GUSANI & ASSOCIATES (FRN:140785W), Practicing Chartered Accountants have verified the relevant records and documents of **Lypsa Gems & Jewellery Limited** (CIN: L28990GJ1995PLC028270) having registered office at Wing A, 2nd Block, 202-302, Orchid Complex, Opp. HDFC Bank, Chhapi-Pirojpur Road, Chhapi, Vadgam, Banaskantha, Gujarat – 385210 (herein after referred to as the company), with respect to the captioned change of name and certify that:

Based on our examination and according to information and explanation given to us and pursuant to the requirement of provision of Regulation 45(1) and (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we do hereby confirm that

- time period of at least one year has elapsed from the last name change: **The Company has not changed its name since at least One year.**
- At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name; **Not applicable as there is no change in main object of the Company and there is no change in Business Activity of the Company.**
- the amount invested in the new activity/project is at least fifty percent of the assets of the listed entity: **Not applicable as there is no change in main object of the Company and there is no change in Business Activity of the Company.**

This Certificate is issued at the request of the Company for submission to Stock Exchange, where Equity Shares of the Company is listed.

Time period (last four quarters)	Total Revenue (Amount in Rs. Lakhs)
a. From 01.10.2024 to 31.12.2024	a. Rs. 593.32 Lakhs
b. From 01.01.2025 to 31.03.2025	b. Rs. 657.74 Lakhs
c. From 01.04.2025 to 30.06.2025	c. Rs. 115.04 Lakhs
d. From 01.07.2025 to 30.09.2025	d. Rs. 716.76 Lakhs
Income from prior Business activities	Rs.1668.76 Lakhs as on 31st March, 2025 (100%)
Income from new business activity	Not Applicable as Company has not changed its main object.





B.B. Gusani & Associates
Chartered Accountants

CA BHARGAV B. GUSANI
M bhargavgusani77@gmail.com

Further, certify that the Company is compliant with all the provisions/sub regulations of regulation 45 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For, M/S. B B GUSANI & ASSOCIATES
Chartered Accountants
FRN: 140785W

CA BHARGAV B. GUSANI
Proprietor
Membership No.: 120710
UDIN: 26120710QWXBDP2795
Date: February 10, 2026
Place: Mumbai

