

MOTISONS JEWELLERS LIMITED

Regd. Off: 270, 271, 272 & 276, Johri Bazar, Jaipur-302003, Rajasthan
CIN No.: U36911RJ2011PLC035122 E-Mail: nehajaincs@motisons.com Phone No.: 0141-4160000

NOTICE IS HEREBY GIVEN THAT AN 01ST EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2018-2019 OF THE MOTISONS JEWELLERS LTD. WILL BE HELD ON SATURDAY, 15TH DAY OF SEPTEMBER, 2018 AT 02:00 P.M. AT 270, 271, 272 & 276, JOHARI BAZAR, JAIPUR TO TRANSACT THE FOLLOWING BUSINESS:

1. APPROVAL OF LOANS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013

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

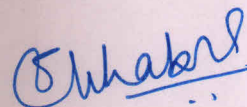
"RESOLVED THAT pursuant to the provisions of Section 185, 186, 188 and other applicable provisions, if any, of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 read with rules framed thereunder ('the Act'), approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Motisons Global Private Limited and Mayukh Vintrade Private Limited, being entities covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Section 185 (2), of an aggregate outstanding amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) per annum, respectively for each entity.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/ security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities as the Board may think fit and suitable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

By Order of the Board

For Motisons Jewellers Ltd.



(Sanjay Chhabra)

Vice-Chairman & Managing director

DIN: 00120792

Date: 02.08.2018

Place: Jaipur

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Notes:

- 1) A Member entitled to attend and Vote at the General Meeting (The "Meeting") is entitled to appoint a Proxy to attend and Vote on a Poll instead of himself and the Proxy need not be a Member of the Company. The Instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
- 2) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 3) A relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed.

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EXPLANATORY STATEMENT IN PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

In view of the recent amendments to Section 185 of the Act, vide the Companies (Amendment) Act, 2017, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security for any loan taken by any private company of which any such director is director or member; any body corporate at a general meeting of which not less than twenty-five percent, of total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or any body corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company, without the prior approval of the Shareholders by means of a Special Resolution.

The Company may be required to make loan(s) including loan represented by way of Book Debt (the "loan") to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the "Loan") taken/ to be taken by Motisons Global Private Limited and Mayukh Vintrade Private Limited. The said Loan(s)/ guarantee(s)/security(ies) shall be utilised by Motisons Global Private Limited and Mayukh Vintrade Private Limited for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

Motisons Global Private Limited and Mayukh Vintrade Private Limited are entities covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by Motisons Global Private Limited and Mayukh Vintrade Private Limited of an aggregate outstanding amount not exceeding Rs. 100 Crores (Rupees One hundred crores only) per annum respectively for each entity on the terms mentioned in the resolution set out at item no. 1 and necessary delegation of authority to the Board for this purpose.

Motisons Global Private Limited and Mayukh Vintrade Private Limited requires funds for its business operations. It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to Motisons Global Private Limited and Mayukh Vintrade Private Limited for its principal business activities. The loans / guarantees / securities will be utilized by Motisons Global Private Limited and Mayukh Vintrade Private Limited only for the purposes of its principal business activities.

The required particulars as per proviso to (a) of Section 185 (2) are given hereunder:

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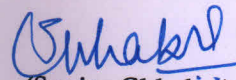
Name of the Company	Particulars of loans to be given, or guarantee to be given or security to be provided	Purpose
Motisons Global Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 100 Crores per annum	Procurement of Plant and machineries, sale and purchase of goods/ services, Fixed Assets or any other expense including working capital requirements to support its Principal Business Activities.
Mayukh Vintrade Private Limited	Aggregate amount of loans to be given or guarantee to be given or securities to be provided shall not exceed an amount of Rs. 100 Crores per annum	Procurement of Plant and machineries, sale and purchase of goods/ services, Fixed Assets or any other expense including working capital requirements to support its Principal Business Activities.

The documents referred hereinabove in the Notice shall be available for inspection at the registered office of the Company between 10.30 a.m. to 5.30 p.m. on all working days during business hours and also at the meeting.

None of Directors and their Relatives are directly or indirectly concerned/interested in the resolution except to the extent of their shareholding in the company. Your Directors recommend the resolution set out at Item no. 1 to be passed as a special resolution by the members.

By Order of the Board

For Motisons Jewellers Ltd.


(Sanjay Chhabra)

Vice-Chairman & Managing director
DIN: 00120792

Date: 02.08.2018

Place: Jaipur