

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 02nd EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2018-2019 OF MEMBERS OF THE MOTISONS JEWELLERS LTD. WILL BE HELD ON WEDNESDAY, 20th FEBRUARY 2019 AT 03.00 PM AT REGISTERED OFFICE OF THE COMPANY AT 270, 271, 272 & 276, JOHARI BAZAR, JAIPUR TO TRANSACT THE FOLLOWING BUSINESS:

Special Business:

1. To consider and if thought fit to pass with or without modification, the following resolution as Special Resolution:

"RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at their Extra Ordinary General Meeting held on 21st July, 2014 and pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, consent of the Company be and is hereby accorded for entering into related party transactions by the Company with effect from 1st April, 2018 upto the maximum per annum amounts as appended below:

Particulars of proposed transactions for the purpose of approval u/s 188 of the Companies Act, 2013 and Maximum value of contract / transaction (Per Annum) w.e.f. Financial Year 2018-2019 and beyond				
NAME AND NATURE OF RELATIONSHIP WITH RELATED PARTIES :-	Transaction defined u/s 188(1) of Companies Act, 2013			
	Sale, purchase or supply of any goods /materials	Selling or otherwise disposing of, or buying, property of any kind	Leasing of property of any kind	Availing or rendering of any services; Appointment of any agent for purchase or sale of goods, materials, services or property
Companies:				
Motisons Global Private Limited	Exempted being in	-	5.00 Crores	Exempted being in Ordinary Course of Business and on Arm's Length Basis
Motisons Buildtech Private Limited	Ordinary Course of	-	1.00 Crore	
Shivansh Buildcon Private Limited	Business and on Arm's Length Basis		1.00 Crore	
Directors / KMPs / Relatives of Directors and KMPs / Other Firms and Companies in which directors have interest as per the provisions of section 2(76) of the Companies Act, 2013				
Namita Chhabra	Exempted being in	-	2.00 Crore	Exempted being in Ordinary Course of Business and on Arm's Length Basis
Kajal Chhabra	Ordinary Course of	-	2.00 Crore	
Sanjay Chhabra	Business and on	-	2.00 Crore	
Sandeep Chhabra	Arm's Length Basis	-	2.00 Crore	
Moti Lal Sandeep Chhabra HUF		-	2.00 Crore	

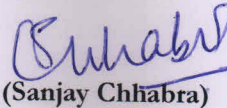
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RESOLVED FURTHER THAT although all these transactions are based on ordinary course of business and at the arms' length basis, the aforesaid consent is sought as an abundant caution, and thus the Board of Directors and/or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto."

By Order of the Board

For Motisons Jewellers Ltd.


(Sanjay Chhabra)

Vice-Chairman & Managing director

Date: 21.01.2019

Place: Jaipur

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.
- 2) 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.
- 3) 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.
- 4) 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

As per provision of sub-section (1) of Section 188 read with rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, a company (whether private, public or listed) needs to obtain prior approval of the Board of Directors and in case the paid-up share capital of a company is Rs. 10 Crores or more, the prior approval of shareholders by way of a Special Resolution is required for the following related party transactions:

- a) sale, purchase or supply of any goods or materials;
- b) selling or otherwise disposing of, or buying, property of any kind;
- c) leasing of property of any kind;
- d) availing or rendering of any services;
- e) appointment of any agent for purchase or sale of goods, materials, services or property;
- f) such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company; and
- g) underwriting the subscription of any securities or derivatives thereof, of the company

Further, third proviso to section 188(1) provides that nothing in this sub-section shall apply to any transaction entered into by the company in its ordinary course of business and on arm's length basis.

Pursuant to provisions of the Companies Act, 2013, the Board of Directors of the Company has approved the proposed transactions along with annual limits that the Company may enter into with its Related Parties (as defined under the new Companies Act, 2013) for the financial year 2018-19 and beyond.

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members:

Particulars of proposed transactions for the purpose of approval u/s 188 of the Companies Act, 2013 and Maximum value of contract / transaction (Per Annum) w.e.f. 01st April 2018				
NAME AND NATURE OF RELATIONSHIP WITH RELATED PARTIES :-	Transaction defined u/s 188(1) of Companies Act,2013			
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Sanjay Chhabra		-	2.00 Crore	
Sandeep Chhabra		-	2.00 Crore	
Moti Lal Sandeep Chhabra HUF		-	2.00 Crores	

Other disclosures:

- (a) **The name of the related party and nature of relationship:** As provided in the table above
- (b) **The nature, duration of the contract and particulars of the contract or arrangement:** The nature and particulars of contract are mentioned in table above. All proposed transactions would be carried out as part of the business requirements of the Company in ordinary course of business and on arm's length basis. Duration of the lease agreements for the properties given/taken on lease would be as per the terms of agreement.
- (c) **The Material terms of the contract or arrangement including the value, if any:** All proposed transactions would be carried out as part of the business requirements of the Company in ordinary course of business and on arm's length basis.
- (d) **Any advance paid or received for the contract or arrangement ,if any:** Nil
- (e) **The manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract:** All business transactions would be carried out as part of business requirements of the company.
- (f) **Whether all factors relevant to the contract have been considered ,if not ,the details of factors not considered with the rationale for not considering the factors:** Yes
- (g) **Any other information relevant or important for the Board to take decision on the proposed transaction:** Nil

The Board of Directors of your Company recommends the Resolution as set out in the accompanying Notice for the approval of members of the Company as a Special Resolution as an abundant precaution.

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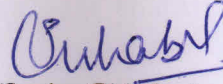
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Except Promoter, Directors and Key Managerial Personnel of the Company and their relatives, no other Director is concerned or interested, financially or otherwise in the proposed special resolution except to the extent of their shareholding and interest mentioned herein above, in the company.

By Order of the Board

For Motisons Jewellers Ltd.



(Sanjay Chhabra)

Vice-Chairman & Managing director

Date: 21.01.2019

Place: Jaipur