

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 03rd EXTRA ORDINARY GENERAL MEETING OF FINANCIAL YEAR 2018-2019 OF MEMBERS OF THE MOTISONS JEWELLERS LIMITED WILL BE HELD ON FRIDAY, 01st MARCH 2019 AT 11:00 A.M AT REGISTERED OFFICE OF THE COMPANY AT 270, 271, 272 & 276, JOHARI BAZAR, JAIPUR TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. INCREASE IN BORROWING POWERS OF THE COMPANY:

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 05th March, 2014 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and the rules framed thereunder (‘the Act’) and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporates, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up capital of the Company, its free reserves (reserves not set apart for any specific purpose) and securities premium account, provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 500 (Rupees Five Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all acts, deeds and things necessary and expedient to give effect to the above resolution.”

2. CREATION OF CHARGE / SECURITY OVER THE ASSETS / UNDERTAKING OF THE COMPANY:

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 05th March, 2014 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and the rules thereunder (‘the Act’), the approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge, in addition to the mortgage, hypothecate, pledge and / or charge already created, in such form, manner and ranking and on such terms as the Board deems fit in the interest of the Company, on all or any of the movable and / or immovable properties of the Company, both present and future and /or any other assets

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or properties, either tangible or intangible, of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, from time to time, up to the limits approved or as may be approved by the shareholders under Section 180(1) (c) of the Act along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation / revaluation / fluctuation in rate of exchange.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all acts, deeds and things necessary and expedient to give effect to the above resolution."

3. APPROVAL OF INTER-CORPORATE LOANS, INVESTMENTS, GUARANTEE OR SECURITY AND ACQUISITION:

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

"RESOLVED THAT in supersession to the special resolution passed earlier by the members at the Extra Ordinary General Meeting held on 03rd July, 2014 and pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other approvals as may be required in that behalf, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- (a) To make / give from time to time, any loans/advances/deposits and to give, on behalf of the company, any guarantee and /or provide any security in connection with any loan made or loans made by any other person to, or to any other persons by, any other Person(s), Company(s), Body Corporate(s), Firm(s) or Individual(s) upto an aggregate amount not exceeding Rs. 500 Crores outstanding at any time notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given by the company may collectively exceed the limits prescribed under section 186 (2) of the Companies Act, 2013; and
- (b) To make investment in shares, debentures and /or other securities upto an aggregate amount not exceeding Rs. 500 Crores at any time notwithstanding that the aggregate of the shares, debentures and /or other securities so far acquired or to be acquired by the company may collectively exceed the limits prescribed under section 186 (2) of the Companies Act, 2013."

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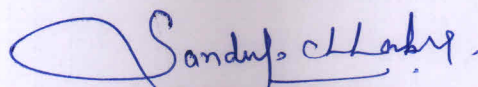
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RESOLVED FURTHER THAT the Board and such other authorised representative(s) of the Company, who may be authorised by the Board from time to time, be and are hereby severally authorised to do all such acts, deeds, manners and things including but not limiting to deciding the entity (ies) in which the investment(s) be made and / or loan(s) extended and / or guarantee(s) and / or security (ies) be provided, the amount of investment(s) to be made and / or loan(s) to be extended and / or guarantee(s) and / or security(ies) to be provided, when such amount be given from time to time, manner and nature of investment(s), the period for which loan(s) be extended, interest and security and other terms for extending loan(s) / making of investment(s) / providing of guarantee(s) / providing of security(ies), as the case may be, vary the amount and manner of investments / loans / guarantees / securities within the overall limits and such other terms and conditions and for the purpose to sign agreements, deeds, documents, forms, indemnities registers, letters, declarations, confirmations, undertakings and such other papers as may be necessary, desirable and expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise thereof."

By Order of the Board

For Motisons Jewellers Ltd.


(Sandeep Chhabra)

Chairman & Managing director
DIN - 00120838

Date: 05.02.2019

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 & 2

Pursuant to the provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company by a special resolution, borrow moneys, apart from temporary loans in excess of aggregate of the paid up capital, free reserves and securities premium account nor can create charge / security over the assets / undertaking of the Company which would be required to secure the borrowings.

The members of the Company had at their Extra Ordinary General Meeting held on 05th March, 2014, approved borrowing limits of upto Rs. 200 Crores. In order to meet the requirements of proposed expansion plans and working capital requirements as well as for unanticipated opportunities that may come up in future, it is proposed to increase borrowing limits from Rs. 200 Crores to Rs. 500 Crores and to create charge / security over the assets / undertaking of the Company for such borrowings.

None of the Directors, Key Managerial Personnel and relatives thereof has any concern or interest, financial or otherwise in the resolutions at Item Nos. 1 & 2 of this Notice.

The Board of Directors recommends the resolutions at Item No. 1 & 2 of this Notice for your approval.

ITEM NO. 3

As per the provisions of Section 186 of the Companies Act, 2013 and as may be amended from time to time, the Board of Directors of the Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of (i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, (ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans to body corporates or persons as per the limits specified in the resolution. The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder. The Board accordingly recommends passing the Special resolution.

Except Directors, Key Managerial Personnel and relatives thereof of the Company who are/may be directors /shareholders in one or more persons/bodies corporate described hereinabove, no other Director, Key Managerial Personnel and relatives thereof of the company has any concern or interest, financial or otherwise in the resolution at Item No. 3 of this Notice.

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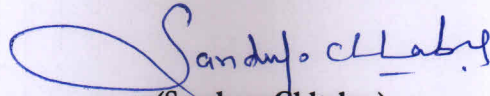
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The Board of Directors of your Company recommends that the Resolution under Item No. 3 be passed in the interest of your Company.

By Order of the Board

For Motisons Jewellers Ltd.



(Sandeep Chhabra)

Chairman & Managing director
DIN - 00120838

Date: 05.02.2019

Place: Jaipur