

# MOTISONS JEWELLERS LIMITED



Regd. Off: 270, 271, 272 & 276, Johri Bazar, Jaipur-302003, Rajasthan

CIN No.: U36911RJ2011PLC035122

E-Mail: nehajaincs@motisons.com

Ph. No.: 0141-4160000 Extn 710

## NOTICE

Notice is hereby given that **10<sup>th</sup> ANNUAL GENERAL MEETING** of the members of **MOTISONS JEWELLERS LIMITED** will be held on **Monday, 29<sup>th</sup> November, 2021 at 11.00 A.M. AT 270, 271, 272 & 276, Johari Bazar, Jaipur-302003** to transact with or without modifications, as may be permissible, the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the company comprising of the Balance Sheet as at 31<sup>st</sup> March 2021, the Statement of Profit & Loss for the year ended 31<sup>st</sup> March 2021, the Cash Flow Statement for the year ended 31<sup>st</sup> March 2021 and the Notes to accounts forming part thereof and annexure thereto and the Reports of Directors and Auditors thereon.
2. To appoint a director in place of Mrs. Namita Chhabra (holding DIN 00205859) who retires by rotation under Section 152 (6) of the Companies Act, 2013 and being eligible, has offered herself for re-appointment.
3. To appoint a director in place of Mrs. Kajal Chhabra (holding DIN 00120914) who retires by rotation under Section 152 (6) of the Companies Act, 2013 and being eligible, has offered herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Keyur Shah & Co., Chartered Accountants (Firm Registration no. 141173W) be and is hereby appointed as the Statutory Auditors

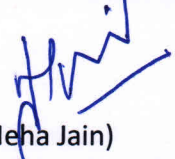
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of the Company for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the 15<sup>th</sup> Annual General Meeting.

By order of the Board of Directors  
For **MOTISONS JEWELLERS LIMITED**

  
(Neha Jain)  
Company Secretary

Date: 04.11.2021  
Place: Jaipur

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Johari Bazar, Jaipur -302003  
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## NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE MEMBER OF THE COMPANY. A PROXY TO BE EFFECTIVE SHALL BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- 2. PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT, 2013, A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT MORE THAN FIFTY MEMBERS 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 PROVIDED SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
- 3. A copy of Balance Sheet as at 31st March, 2021 and Statement of Profit and Loss for the year ended on 31st March, 2021 together with the notes forming part of the accounts and annexure thereto, cash flow statements and the Directors' and Auditor's Report, thereon are enclosed herewith the Annual Report.**
- 4. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.**
- 5. Members holding shares in dematerialised form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining demat accounts.**
- 6. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at nehajaincs@motisons.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member.**

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7. The Depository System envisages elimination of several problems such as fraudulent transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty on transfer of shares, reduction in transaction costs, etc.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. Members who hold their shares in dematerialised form are requested to write their client ID and DP ID and those who hold their shares in physical form are requested to write their folio number in the attendance slip for attending the meeting.
10. The Register of Directors and KMP and their Shareholding and register of Contracts or arrangement in which Directors are interested maintained under section 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at the meeting.
11. Any document referred to in the proposed resolutions hereto shall be available at the registered office for inspection except Sunday and public holidays during all business hours up to the date of meeting.
12. As a measure of austerity, copies of the Annual report will not be distributed at the Annual General meeting. Members are therefore, requested to bring their copies of the Annual Report to the meeting.
13. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
14. Information in respect of Mrs. Namita Chhabra, Director and Mrs. Kajal Chhabra, Director seeking re-appointment as required under the Secretarial Standards on General Meetings (SS-2) issued by ICSI is attached herewith.

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15. With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of Annual General Meeting of the company is as under:

Venue of the meeting: 270,271,272 & 276, Johari Bazar, Jaipur, Rajasthan - 302003

Landmark: Johari Bazar, Jaipur

Route Map: The Mark indicating the venue of AGM



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## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

### **ITEM NO. 4 Though not mandatory, this statement is provided for understanding**

The Members of the Company at the 8<sup>th</sup> Annual General Meeting ('AGM') held on **September 26, 2019** approved the appointment of M/s. VKG & Company., Chartered Accountants (having Firm Registration No. 014547C), as the Statutory Auditors of the Company for a period of 2 (Two) consecutive years from the conclusion of the 8<sup>th</sup> AGM till the conclusion of 10<sup>th</sup> AGM of the Company. M/s. VKG & Company, will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014. As per the provisions of Section 139 of the Companies Act, 2013, they are not eligible for further re-appointment as their tenure will be completed.

The Board of Directors of the Company, on the recommendation of the Audit Committee, has considered to recommend the appointment of M/s. Keyur Shah & Co., Chartered Accountants (Firm Registration no. 141173W), as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the conclusion of this AGM till the conclusion of the 15<sup>th</sup> AGM to be held in the year 2026 subject to the approval of members of the Company at this AGM.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. Keyur Shah & Co., Chartered Accountants to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

As per the requirement of the Companies Act, 2013 (the 'Act'), as amended, M/s. Keyur Shah & Co., Chartered Accountants, have given their consent to act as the Statutory Auditors of the Company and confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act and the rules made thereunder.

# *MOTISONS JEWELLERS LIMITED*



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None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members.

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## DETAILS OF THE DIRECTOR SEEKING REAPPOINTMENT IN THE 10<sup>th</sup> ANNUAL GENERAL MEETING IN TERMS OF PARA 1.2.5 OF SECRETARIAL STANDARD -2 ON GENERAL MEETINGS (SS-2)

Name of Director	Mrs. Namita Chhabra	Mrs. Kajal Chhabra
DIN	00205859	00120914
Date of birth / Age	18.08.1971 / 50 years	29.11.1977 / 44 years
Date of first appointment	09 <sup>th</sup> May 2011	09 <sup>th</sup> May 2011
Brief resume, Experience and Nature of expertise in specific functional areas	Rich knowledge in Business Administration, Strategic Planning and Human Resource.	Rich knowledge in Sales Promotion, Branding, Digital Marketing and coordinating the administration.
Terms and conditions of re-appointment and remuneration sought to be paid	She is proposed to be re-appointed as Non - Executive director, liable to retire by rotation every year.	She is proposed to be re-appointed as Non - Executive director, liable to retire by rotation every year.
Past remuneration drawn from the company	Nil	Nil
Shareholding in the Company	60,80,000 equity shares (9.36 %)	4,50,000 equity shares (0.69 %)
Relationship with other Directors and other Key Managerial Personnel of the Company	Related to Mr. Sandeep Chhabra, Mr. Mahendra Kumar Patni, Mr. Sanjay Chhabra and Mrs. Kajal Chhabra	Related to Mr. Sanjay Chhabra, Mr. Kamal Chand Jain, Mr. Sandeep Chhabra and Mrs. Namita Chhabra



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Number of Board Meetings attended during the Financial Year 2021-22 (upto 04 <sup>th</sup> November 2021)	11 out of 11	11 out of 11
Membership/ Chairmanship of Committees of Company	Member of Audit Committee and Nomination and Remuneration Committee	Member of Audit Committee and Nomination and Remuneration Committee
Companies (other than Motisons Jewellers Limited) in which the Directors hold directorships and Committee positions	Directorship in - 1. Shashi Commodity Private Limited	Directorship in - 1. Shashi Commodity Private Limited 2. Kalpsagar Private Limited