

MOTISONS JEWELLERS LIMITED

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

CIN No.: U36911RJ2011PLC035122 E-Mail: nehajaincs@motisons.com Phone No.: 0141-4160000 Extn 710

NOTICE

Notice is hereby given that an 02nd Extra Ordinary General Meeting of Financial Year 2020-2021 of the Motisons Jewellers Limited will be held on Saturday, 01st August 2020 at 11:00 A.M. at Registered Office of the company situated at 270, 271, 272 & 276, Johari Bazar, Jaipur to transact the following Business:

SPECIAL BUSINESS

1. RE-APPOINTMENT OF MR. JAYESH NEMCHAND MEHTA AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F 01.08.2020

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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Jayesh Nemchand Mehta (DIN: 07239052), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the company to hold office for a second term of five consecutive years with effect from 1st August, 2020 to 31st July, 2025 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution.”

2. RE-APPOINTMENT OF MR. SANTOSH KUMAR JAIN AS AN INDEPENDENT DIRECTOR FOR SECOND TERM OF FIVE CONSECUTIVE YEARS W.E.F 01.08.2020

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, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and pursuant to the approval of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Santosh Kumar Jain (DIN: 07191252), Independent Non-Executive Director of

MOTISONS JEWELLERS LIMITED

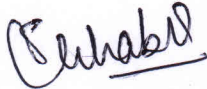
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the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the company to hold office for a second term of five consecutive years with effect from 1st August, 2020 to 31st July, 2025 and shall not be liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable to give effect to this resolution."

By order of the Board of Directors
FOR MOTISONS JEWELLERS LIMITED



(Sanjay Chhabra)
Vice-Chairman & Managing Director
DIN: 00120792

Place: Jaipur
Date: 08.07.2020

Registered Office: 270, 271, 272 & 276, Johari Bazar,
Jaipur – 302003, Rajasthan
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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.

4) With reference to SS-2 for the easy convenience of recipients of notice, Route Map to the venue of Extra Ordinary 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 EGM



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO THE AFORESAID SPECIAL RESOLUTIONS:

ITEM NO.1

Mr. Jayesh Nemchand Mehta is an Independent Non-Executive Director of the Company. He is the Chairman and member of Audit Committee and Chairman and member of Nomination and Remuneration Committee. He joined the Board on 01st August, 2015.

He hold the office for a period of 5 (five) consecutive years for a term upto 31st July, 2020 ("first term"), as approved by the Members of the Company in their Extra Ordinary General Meeting held on 01st August, 2015. In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Jayesh Nemchand Mehta as an Independent Director for the second term of 5 (five) consecutive years i.e. from 1st August, 2020 to 31st July, 2025 on the Board of the Company.

In the opinion of the Board of Directors of the Company, Mr. Jayesh Nemchand Mehta fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board, considers that it would be beneficial and desirable in the interest of the Company, to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Jayesh Nemchand Mehta as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years i.e. from 1st April, 2020 to 31st March, 2025 on the Board of the Company, not liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

Additional details of Mr. Jayesh Nemchand Mehta have been given in the Annexure to this Notice.

Copy of the draft letter of re-appointment proposed to be issued to Mr. Jayesh Nemchand Mehta setting out the terms and conditions of his re-appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays.

Pursuant to Secretarial Standards on General Meetings, the summary of performance evaluation of Mr. Jayesh Nemchand Mehta is as follows:

He helps in functional areas such as marketing, productivity, fund raising, human resource development, strategic planning, restructuring operations, business relations and general management. He participates constructively and actively in the meetings of the Board /committees of the Board in which he is a member.

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He is interested in the resolution as set out at Item No. 1 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act. The Board of Directors recommends the Special Resolution as set out at Item No. 1 of the accompanying Notice for approval of the Members.

ITEM NO.2

Mr. Santosh Kumar Jain is an Independent Non-Executive Director of the Company. He is member of Audit Committee and Nomination and Remuneration Committee. He joined the Board on 01st August, 2015.

He hold the office for a period of 5 (five) consecutive years for a term upto 31st July, 2020 ("first term"), as approved by the Members of the Company in their Extra Ordinary General Meeting held on 01st August, 2015. In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Santosh Kumar Jain as an Independent Director for the second term of 5 (five) consecutive years i.e. from 1st August, 2020 to 31st July, 2025 on the Board of the Company.

In the opinion of the Board of Directors of the Company, Mr. Santosh Kumar Jain fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board, considers that it would be beneficial and desirable in the interest of the Company, to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Santosh Kumar Jain as an Independent Director on the Board of the Company for a second term of 5 (five) consecutive years i.e. from 1st April, 2020 to 31st March, 2025 on the Board of the Company, not liable to retire by rotation. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

Additional details of Mr. Santosh Kumar Jain have been given in the Annexure to this Notice.

Copy of the draft letter of re-appointment proposed to be issued to Mr. Santosh Kumar Jain setting out the terms and conditions of his re-appointment is available for inspection by the Members at the registered office of the Company during the office hours on all the working days except Saturdays, Sundays and public holidays.

Pursuant to Secretarial Standards on General Meetings, the summary of performance evaluation of Mr. Santosh Kumar Jain is as follows:

He helps in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct. He participates

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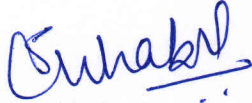
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constructively and actively in the meetings of the Board /committees of the Board in which he is a member.

He is interested in the resolution as set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act. The Board of Directors recommends the Special Resolution as set out at Item No. 2 of the accompanying Notice for approval of the Members.

By order of the Board of Directors
FOR MOTISONS JEWELLERS LIMITED



(Sanjay Chhabra)

Vice-Chairman & Managing Director

DIN: 00120792

Place: Jaipur

Date: 08.07.2020

Registered Office: 270, 271, 272 & 276, Johari Bazar,

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Pursuant to Para 1.2.5 of Secretarial Standard – 2 on General Meetings, requisite particulars of directors seeking appointment/re-appointment are provided herewith:

Name of Director	Mr. Jayesh Nemchand Mehta	Mr. Santosh Kumar Jain
DIN	07239052	07191252
Age	60 years	59 years
Date of first appointment	01 st August 2015	01 st August 2015
Qualification	CA Inter, Bachelor's Degree in Commerce	Master's Degree in Commerce
Brief resume, Experience and Nature of expertise in specific functional areas	Knowledge of Financial Markets, Stakeholder management Strategic Orientation, People Orientation	Marketing and Business Management, Strategic Orientation, Commercial Orientation, People Orientation
Terms and conditions of re-appointment and remuneration sought to be paid	As per the resolution at Item no. 1 of this Notice read with the explanatory statement thereto	As per the resolution at Item no. 2 of this Notice read with the explanatory statement thereto
Shareholding in the Company	Nil	Nil
Relationship with other Directors and other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel.	Not related to any Director / Key Managerial Personnel.
Number of Board Meetings attended during the ended Financial Year 2019-20 (upto 08 th July 2020)	Three	Three
Membership/ Chairmanship of Committees of Company	Chairman of Audit Committee Chairman of Nomination and Remuneration Committee	Member of Audit Committee Member of Nomination and Remuneration Committee
Companies (other than Motisons Jewellers limited) in which the Directors hold directorships and Committee positions	Nil	Nil