



Motisons Jewellers Limited

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CIN-L36911RJ2011PLC035122

POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) and other applicable provisions of the Act and Rules, along with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations that the resolution appended below is proposed to the Members of Motisons Jewellers Limited (“the Company”) to be passed by way of postal ballot, only through remote voting by electronic means (“remote e-voting”).

The proposed resolution along with the Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions, if any, of the Act read with rules framed thereunder, setting out the material facts and reasons thereof are annexed to this Notice.

In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-Voting is mentioned in this Notice. The Company has engaged the services of Link Intime India Private Limited for facilitating e-Voting. The Company has made necessary arrangements with Link Intime India Private Limited (“LIPL”), Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The e-Voting facility will be available during the following period:

NOTICE

Cut-off date for eligibility to vote	Friday, 22 nd March, 2024
Commencement of e-Voting period	09:00 A.M. IST on Wednesday, 27 th March, 2024
Conclusion of e-Voting period	05:00 P.M. IST on Thursday , 25 th April, 2024

The e-Voting facility will be disabled by Link Intime India Private Limited immediately thereafter.

The Board of Directors (the “Board”) has appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary (FCS 11285, CP No. 16300) partner of M/s Pinchaa & Co., Jaipur as the Scrutinizer for conducting the Postal Ballot/e- Voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-Voting period. The declared Results, along with the Scrutinizer’s Report will be submitted to the Stock Exchanges where the Company’s equity shares are listed (BSE Limited & National Stock Exchange of India Ltd.) and shall also be displayed on the Company’s website www.motisonsjewellers.com and LIPL website <https://instavote.linkintime.co.in>.

The last date of e-Voting, i.e. 25th April, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:**1. APPOINTMENT OF MRS. MEENA CHOUDHRY (DIN: 10521713) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with the relevant provisions Articles of Associations of the Company and on recommendation of the Nomination cum Remuneration Committee and Board of Directors of the Company, Mrs. Meena Choudhry (DIN: 10521713), who has consented to act as an Independent Director and in respect of whom the company has received a Notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director , who meets the criteria of Independence as provided under Section 149(6) of the Act read with Rule 6(1) & 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2019 and Regulation 16(1)(b) of the Listing Regulations be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation for a term of five consecutive years with effect from 01.05.2024.”

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“RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors
For Motisons Jewellers Limited**

**Sd/-
Bhavesh Surolia
Company Secretary &
Compliance Officer
M. No.: A64329**

Date: 19.03.2024

Place: Jaipur

NOTICE

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Rules along with details in terms of Regulation 36(3) of the SEBI (LODR) Regulations setting out the material facts and reasons for the proposed Resolution of the Postal Ballot Notice is appended herein below for your consideration.
2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, has permitted companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-Voting only. Therefore, those Members who have not yet registered their email address are requested to get their email addresses registered with RTA (Link Intime India Private Limited) on email id rnt.helpdesk@linkintime.co.in or to company at complianceofficer@motisons.com
3. In compliance with the MCA Circulars, this Postal Ballot notice ("Notice") is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and whose name appear in the Register of Members/ Record of Depositories as on cut-off date i.e. 22nd March, 2024.

It is however, clarified that all Members of the Company as on the Cut-off date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice and are requested to promptly register their e-mail addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at rnt.helpdesk@linkintime.co.in.

4. The Company hereby requests all its members to register their e-mail IDs if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through e-mail.
5. The Postal Ballot Notice is also available on the Company's website www.motisonsjewellers.com and at the respective websites of Stock Exchanges and also on the website of the Link Intime India Private Limited.
6. Members are requested to send their assent or dissent through electronic means within a period of thirty days from the date of dispatch of such Notice.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on 22nd March, 2024. Provided that once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast the vote again.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)

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Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-Voting service facility arranged by Link Intime India Private Limited. The e-Voting facility is available at the link <https://instavote.linkintime.co.in>. Please refer to the instructions for e-Voting given along with this Notice for the process and manner in which e-Voting can be carried out.

9. The Board of Directors of the Company has appointed Mr. Akshit Kumar Jangid, Practicing Company Secretary (FCS 11285, CP No. 16300), partner of M/s. Pinchaa & Co., Jaipur, as the Scrutinizer for conducting the postal ballot process in accordance with law in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman or any other person authorised by the chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before two Working Days from the conclusion of e-voting process and the same will also be displayed on the website of the Company www.motisonsjewellers.com besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents.
11. The resolution, where assented to by the requisite majority of the shareholders by means of postal ballot will be deemed to have been duly passed on 25th April, 2024 i.e. the last date of e-Voting. Further, resolution passed by the members through postal ballot is deemed to have been passed as if they it is passed at a general meeting of the members.
12. All documents proposed for approval, if any, in the above Notice and documents specifically stated to be open for inspection in the Explanatory Statement will be posted on the website of the Company www.motisonsjewellers.com to facilitate online inspection of relevant documents until the date of announcement of the results of this Postal Ballot.
13. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

VOTING THROUGH ELECTRONIC MEANS**Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:
Individual Shareholders holding securities in demat mode with NSDL:**

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

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- a) Visit URL: <https://eservices.nsd.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>”
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:**METHOD 1 – If registered with CDSL Easi/Easiest facility****Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

NOTICE

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

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Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **NSDL form, shall provide 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.

4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.

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- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘**Company’s Name / Event number**’. E-voting page will appear.

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- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

NOTICE

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password’

Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

14. For Members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.

15. During the voting period, Members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

16. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.

17. In case Members have any query regarding e-voting, they may refer the Frequently Asked Questions (“FAQs”) and Insta Vote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an e-mail to Mr. Bhavesh Surolia,

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Company Secretary & Compliance Officer at complianceofficer@motisons.com or may contact Mr. Rajiv Ranjan, Assistant Vice President – e-voting at Link Intime India Private Limited [Unit: Motisons JewellersLimited], , C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 at email: enotices@linkintime.co.in, Tel. No.: 022 –4918 6000.

18. Voting period will commence at 9.00 A.M. (IST) on Wednesday, 27th March, 2024 and ends at 5.00 P.M. (IST) on Thursday, 25th April, 2024. The remote e-voting module shall be disabled by the Link Intime for voting at 5.00 PM (IST) on Thursday, 25th April, 2024. Remote e-voting shall not be allowed beyond the said date and time.

**By Order of the Board of Directors
For Motisons Jewellers Limited**

**Sd/-
Bhavesh Surolia
Company Secretary &
Compliance Officer
M. No.: A64329**

Date: 19.03.2024

Place: Jaipur

NOTICE**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

The following Explanatory Statement sets out all the material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 1: APPOINTMENT OF MRS. MEENA CHOUDHRY (DIN: 10521713) AS AN INDEPENDENT DIRECTOR

In terms of provisions of the Companies Act, 2013 and Listing Regulations, appointment of Independent Director requires approval of Members by way of a Special Resolution.

Mrs. Meena Choudhry is a graduate in Arts and also holds a degree of LLB from Rajasthan University. She has more than 20 years of experience in medical industry. Her guidance and expertise will be very beneficial for the Company.

In terms of clause (1A) of Para A of Part D of Schedule II of the Listing Regulations, the Nomination and Remuneration Committee confirms that Mrs. Meena Choudhry (DIN: 10521713) has the capabilities required in the Board of the Company as identified by it on the basis of the evaluation of the balance of skills, knowledge and experience on the Board of the Company.

The Company has received all statutory disclosures / declarations, including:

1. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014
2. Intimation in Form DIR 8 to the effect that she is not disqualified under Section 164 of the Act.
3. Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under Regulation 16 of SEBI (LODR) Regulations.
4. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.
5. Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.
6. A notice in writing by a member proposing her candidature under Section 160(1) of the Act.
7. Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Meena Choudhry (DIN: 10521713), fulfills the conditions as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 for appointment as an Independent Director of the Company and that the proposed director is independent of the management. Having regard to her qualification, knowledge and experience, her appointment as an Independent Director will be in the interest of the Company.

NOTICE

A copy of draft letter of appointment as Independent Director setting out the terms and conditions and other related documents is available for inspection by the Members at the Registered Office of the Company on all working days other than Saturdays from 2.00 P.M. to 5.00 P.M. up to the date of the Postal ballot and is also available on the website of the Company at www.motisonsjewellers.com.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

Accordingly, the Board hereby recommends the enabling resolution set out under item no. 1 for approval of the members as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

Additional information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 and other applicable provisions is as follows:-

Sr. No.	Particulars	Details
01.	Name	Mrs. Meena Choudhry (DIN: 10521713)
02.	Father's Name	Mr. Prakash Chand Patni
03.	Age	55 yrs (approx.)
04.	Qualification	LLB
05.	Experience and nature of expertise in specific functional areas	She has more than 20 years of experience in medical industry.
06.	Terms and Conditions of Appointment	Mutually decided between the Board and Mrs. Meena Choudhry (DIN: 10521713)
07.	Remuneration sought to be paid	Mutually decided between the Board and Mrs. Meena Choudhry (DIN: 10521713)
08.	Last Remuneration drawn	Nil
09.	Date of First Appointment in the Company	NA
10.	Shareholding in the Company	Nil
11.	Relationship with other Directors/ Manager/ KMP	-
12.	Number of Meetings of the Board attended during the Year	NA
13.	a. Directorship in other Companies.	Nil
	b. Chairmanship/Membership in other Companies Committee.	Nil
14.	listed entities from which the person has resigned in the past three years	Nil

NOTICE

15.	the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The nomination and remuneration Committee has identified among other Business and Finance management as the skills required for the director. Mrs. Meena Choudhry (DIN: 10521713) has the said requisite skills
16.	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil

**By Order of the Board of Directors
For Motisons Jewellers Limited**

**Sd/-
Bhavesh Surolia
Company Secretary &
Compliance Officer
M. No.: A64329**

Date: 19.03.2024

Place: Jaipur