

# NOTICE OF ANNUAL GENERAL MEETING

## **MOKSH ORNAMENTS LIMITED**

**REGISTERED OFFICE: B-405/1, B-405/2, 4TH FLOOR, 99, MULJI JETHA BLDG, KALBADEVI ROAD, VITTHALWADI, MUMBAI – 400002 website: [www.mokshornaments.com](http://www.mokshornaments.com) E-mail: [cs@mokshornaments.com](mailto:cs@mokshornaments.com) Tel: (022) 40041473 (CIN: L36996MH2012PLC233562)**

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 7<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF MOKSH ORNAMENTS LIMITED TO BE HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B-405/1, B-405/2, 4TH FLOOR, 99, MULJI JETHA BLDG, KALBADEVI ROAD, VITTHALWADI, MUMBAI – 400002 ON JULY 31<sup>ST</sup> 2019, WEDNESDAY AT 11:00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2019 and the Profit and Loss Account for the year ended on that date together with the Schedules thereon, along with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Amrit Jawanmalji Shah, who retires by rotation and being eligible offered himself for re-appointment.
3. To appoint a Director in place of Mr. Jawanmal Moolchand Shah, who retires by rotation and being eligible offered himself for re-appointment.

### **SPECIAL BUSINESS:**

**To consider and if thought fit, to pass with or without modification(s), the following Resolution(s) as Special Resolution(s):**

4. **TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. AMRIT JAWANMAL SHAH, MANAGING DIRECTOR OF THE COMPANY.**

**“RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re—enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mr, Amrit Jawanmal Shah (DIN: 05301251), Managing Director of the Company on following terms & conditions effective from August 1, 2019 for a period of 5 Years:

<b>PARTICULARS</b>	<b>AMOUNT</b>
Term	For a term of 5 years w.e.f. 1 <sup>st</sup> August, 2019
Basic Salary	<b>Rs. 4,50,000/- per month.</b>
Contribution to Provident Fund and Superannuation Fund	Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
Gratuity Fund	As per Rules of the Company
Use of Car and Telephone	Company maintained car with driver for use on Company's business, telephone at residence and Cellular phone provided by the Company will not be considered as perquisite.
Reimbursement of Expenses	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.
Remuneration in the event of loss or inadequacy of Profits	Where in any financial year, the Company has no profits or its

# NOTICE OF ANNUAL GENERAL MEETING

	profits are inadequate, the foregoing amount of remuneration shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the overall managerial remuneration payable to Mr, Amrit Jawanmal Shah shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC & Audit Committee but not exceeding Rs 5,00,000 per month at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied/alterd/revised within said overall limit, in such manner as may be required during aforesaid period of 5(Five) years,"

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration."

**RESOLVED FURTHER THAT** any of The Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard"

5. **TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MR. JAWANMAL MOOLCHAND SHAH, WHOLE TIME DIRECTOR OF THE COMPANY.**

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re—enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mr, Jawanmal Moolchand Shah (DIN: 05301300), Whole-time Director of the Company on following terms & conditions effective from August 1, 2019 for a period of 5 Years:

PARTICULARS	AMOUNT
Term	For a term of 5 years w.e.f. 1 <sup>st</sup> August, 2019
Basic Salary	Rs. 3,00,000/- per month.
Contribution to Provident Fund and Superannuation Fund	Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
Gratuity Fund	As per Rules of the Company
Use of Car and Telephone	Company maintained car with driver for use on Company's business, telephone at residence and Cellular phone provided by the Company will not be considered as perquisite.
Reimbursement of Expenses	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.
Remuneration in the event of loss or inadequacy of Profits	Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the overall managerial remuneration payable to Mr, Jawanmal Moolchand Shah shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC & Audit Committee but not exceeding Rs. 3,00,000 per month at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Whole-time Director be varied/alterd/revised within said overall limit, in such manner as may be required during aforesaid period of 5(five) years,"

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of the said Whole-time Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration."

# NOTICE OF ANNUAL GENERAL MEETING

**RESOLVED FURTHER THAT** any of The Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard"

**6. TO CONSIDER AND APPROVE THE REVISION IN REMUNERATION OF MRS. SANGEETA AMRITLAL SHAH, NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

"RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee & Audit Committee and pursuant to the provisions of Sections 196, 197, 198, 201 and other applicable provisions, if any, of the Companies Act, 2013 and Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules, notifications, any statutory modification, amendment or re—enactment thereof for the time being in force and as may be enacted from time to time) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of the Articles of Association of the Company, approval of the Members be and is hereby accorded to the revision in the remuneration of Mrs. Sangeeta Amritlal Shah (DIN: 05301330), Non- Executive Independent Director of the Company on following terms & conditions effective from August 1, 2019 for a period of 5 Years:

PARTICULARS	AMOUNT
Term	For a term of 5 years w.e.f. 1 <sup>st</sup> August, 2019
Basic Salary	<b>Rs. 2,50,000/- per month.</b>
Contribution to Provident Fund and Superannuation Fund	Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
Gratuity Fund	As per Rules of the Company
Use of Car and Telephone	Company maintained car with driver for use on Company's business, telephone at residence and Cellular phone provided by the Company will not be considered as perquisite.
Reimbursement of Expenses	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.
Remuneration in the event of loss or inadequacy of Profits	Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the overall managerial remuneration payable to Mrs. Sangeeta Amritlal Shah shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC & Audit Committee but not exceeding Rs. 3,00,000 per month at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Non- Executive Independent Director be varied/altered/revised within said overall limit, in such manner as may be required during aforesaid period of 5(five) years,"

**RESOLVED FURTHER THAT** where in any Financial Year during the tenure of the said Non- Executive Independent Director, the Company has no profits or profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration."

**RESOLVED FURTHER THAT** any of The Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper or desirable and settle any question, difficulty or doubt that may arise in the said regard"

**Registered Office:**

B-405/1, B-405/2, 4TH FLOOR,  
99,MULJI JETHA BLDG, KALBADEVI ROAD,  
VITTHALWADI, MUMBAI – 400002

**By order of the Board**

Sd/-

**Amrit J. Shah**  
**Managing Director**

**Place: Mumbai**

**Date: 06/07/2019**

# NOTICE OF ANNUAL GENERAL MEETING

## NOTES:

1. A Member entitled to attend and Vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing a proxy, in order to be effective, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any member holding more than 10% of the Total paid-up capital of the company may appoint a single person as proxy and in such case, the said person shall not act as a proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 25<sup>th</sup> July, 2019 to Wednesday, 31<sup>st</sup> July, 2019 (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
10. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Bigshare Services Private Limited, for assistance in this regard. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.
14. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode. Electronic copy of the Annual Report for 2019 is being sent to all the members who's Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

## NOTICE OF ANNUAL GENERAL MEETING

15. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company. As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to the Company from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
17. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2019 will also be available on the Company's website [www.mokshornaments.com](http://www.mokshornaments.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: mail to: [cs@mokshornaments.com](mailto:cs@mokshornaments.com).
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
19. In terms of relevant provisions of SEBI (LODR) 2015, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Jaymin Modi, Scrutinizer, A/302, Om Mahavir CHSL, Navghar Cross, S.V Road, Bhayandar (East), Thane -401105.
20. Members can request for a Ballot Form at Moksh Ornaments Ltd, B-405/1, B-405/2, 4th floor, 99,Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai - 400002, Tel No: 022-61834395, Email Id:- [cs@mokshornaments.com](mailto:cs@mokshornaments.com), Web Site :- [www.mokshornaments.com](http://www.mokshornaments.com)
21. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
22. The E-voting period for all items of business contained in this Notice shall commence from July 28, 2019, Sunday at 9.00 a.m. and will end on July 30, 2019, Tuesday at 5.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of July 24, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on July 24, 2019.
23. M/s Jaymin Modi & Co., Company Secretaries (Membership No. ACS 44248) has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
24. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 2 days of conclusion of the meeting and after scrutinizing such votes received shall make a

# NOTICE OF ANNUAL GENERAL MEETING

Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

25. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.

26. (A) Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or ([www.mokshornaments.com](http://www.mokshornaments.com)).

**The e-voting period commences on July 28, 2019 (9:00 am) and ends on July 30, 2019 (5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 24<sup>th</sup> July, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 6<sup>th</sup> June, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or ([cs@mokshornaments.com](mailto:cs@mokshornaments.com)).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

## **Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
  - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).



# NOTICE OF ANNUAL GENERAL MEETING

5. Your password details are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c. How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2 : Cast your vote electronically on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies)

# NOTICE OF ANNUAL GENERAL MEETING

who are authorized to vote, to the Scrutinizer by e-mail ([csjayminmodi@gmail.com](mailto:csjayminmodi@gmail.com)) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

Assuring you of our best services,

Regards,  
e-Voting support desk  
National Securities Depository Limited ([www.nsdl.co.in](http://www.nsdl.co.in))

**Registered Office:**

B-405/1, B-405/2, 4TH FLOOR,  
99,MULJI JETHA BLDG, KALBADEVI ROAD,  
VITTHALWADI, MUMBAI – 400002

**By order of the Board**

Sd/-  
**Amrit J. Shah**  
**Managing Director**

**Place:** Mumbai

**Date:** 06/07/2019



# NOTICE OF ANNUAL GENERAL MEETING

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

### **Item No. 5**

Mr. Amrit Jawanmal Shah was appointed as Managing Director of the Company for a period of 5 years w.e.f 28<sup>th</sup> September,, 2017. He has been carrying out various responsibilities of the company as Managing Director. Further, considering the contribution of Mr. Amrit Jawanmal Shah and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 6<sup>th</sup> July, 2019, approved the revision in the remuneration of Mr. Amrit Jawanmal Shah for a period of 5years effective from 1<sup>st</sup> August, 2019 on terms and conditions enumerated in the Resolution.

The remuneration proposed will be within the limits permissible under Schedule V to the Act. Keeping in view, the vast experience of Mr. Amrit Jawanmal Shah, the Board of Directors has recommended the payment of remuneration for the period as set out herein below:

<b>PARTICULARS</b>	<b>AMOUNT</b>
Term	For a term of 5 years w.e.f. 1 <sup>st</sup> August, 2019
<b>REMUNERATION:</b>	
Basic Salary	<b>Rs. 4,50,000/- per month.</b>
<b>PERQUISITES:</b>	
<ul style="list-style-type: none"><li>Contribution to Provident Fund and Superannuation Fund</li></ul>	Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
<ul style="list-style-type: none"><li>Gratuity Fund</li></ul>	As per Rules of the Company
<ul style="list-style-type: none"><li>Use of Car and Telephone</li></ul>	Company maintained car with driver for use on Company's business, telephone at residence and Cellular phone provided by the Company will not be considered as perquisite.
<ul style="list-style-type: none"><li>Reimbursement of Expenses</li></ul>	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.
<ul style="list-style-type: none"><li>Remuneration in the event of loss or inadequacy of Profits</li></ul>	Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

Save and except Mr. Amrit Jawanmal Shah and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

### **Item No. 6**

Mr. Jawanmal Moolchand Shah was appointed as Whole-time Director of the Company for a period of 5 years w.e.f 28<sup>th</sup> September,, 2017. He has been carrying out various responsibilities of the company as Whole-time Director. Further, considering the contribution of Mr. Jawanmal Moolchand Shah and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 6<sup>th</sup> July, 2019, approved the revision in the remuneration of Mr. Jawanmal Moolchand Shah for a period of 5years effective from 1<sup>st</sup> August, 2019 on terms and conditions enumerated in the Resolution.

The remuneration proposed will be within the limits permissible under Schedule V to the Act. Keeping in view, the vast experience of Mr. Jawanmal Moolchand Shah, the Board of Directors has recommended the payment of remuneration for the period as set out herein below:

<b>PARTICULARS</b>	<b>AMOUNT</b>
Term	For a term of 5 years w.e.f. 1 <sup>st</sup> August, 2019
<b>REMUNERATION:</b>	

# NOTICE OF ANNUAL GENERAL MEETING

Basic Salary	<b>Rs. 3,00,000/- per month.</b>
<b>PERQUISITES:</b>	
<ul style="list-style-type: none"> <li>Contribution to Provident Fund and Superannuation Fund</li> </ul>	Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
<ul style="list-style-type: none"> <li>Gratuity Fund</li> </ul>	As per Rules of the Company
<ul style="list-style-type: none"> <li>Use of Car and Telephone</li> </ul>	Company maintained car with driver for use on Company's business, telephone at residence and Cellular phone provided by the Company will not be considered as perquisite.
<ul style="list-style-type: none"> <li>Reimbursement of Expenses</li> </ul>	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.
<ul style="list-style-type: none"> <li>Remuneration in the event of loss or inadequacy of Profits</li> </ul>	Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

Save and except Mr. Jawanmal Moolchand Shah and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

## Item No 7:

Mrs. Sangeeta Amritlal Shah was appointed as Non- Executive Independent Director of the Company for a period of 5 years w.e.f 28<sup>th</sup> September,, 2017. He has been carrying out various responsibilities of the company as Non- Executive Independent Director. Further, considering the contribution of Mrs. Sangeeta Amritlal Shah and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 6<sup>th</sup> July, 2019, approved the revision in the remuneration of Mrs. Sangeeta Amritlal Shah for a period of 5years effective from 1st August, 2019 on terms and conditions enumerated in the Resolution.

The remuneration proposed will be within the limits permissible under Schedule V to the Act. Keeping in view, the vast experience of Mrs. Sangeeta Amritlal Shah, the Board of Directors has recommended the payment of remuneration for the period as set out herein below:

<b>PARTICULARS</b>	<b>AMOUNT</b>
Term	For a term of 5 years w.e.f. 1 <sup>st</sup> August, 2019
<b>REMUNERATION:</b>	
Basic Salary	<b>Rs. 2,50,000/- per month.</b>
<b>PERQUISITES:</b>	
<ul style="list-style-type: none"> <li>Contribution to Provident Fund and Superannuation Fund</li> </ul>	Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
<ul style="list-style-type: none"> <li>Gratuity Fund</li> </ul>	As per Rules of the Company
<ul style="list-style-type: none"> <li>Use of Car and Telephone</li> </ul>	Company maintained car with driver for use on Company's business, telephone at residence and Cellular phone provided by the Company will not be considered as perquisite.
<ul style="list-style-type: none"> <li>Reimbursement of Expenses</li> </ul>	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company, as per Rules of the Company.
<ul style="list-style-type: none"> <li>Remuneration in the event of loss or inadequacy of Profits</li> </ul>	Where in any financial year, the Company has no profits or its profits are inadequate, the foregoing amount of remuneration shall be paid, subject to applicable provisions of Schedule V to the Companies Act, 2013.

Save and except Mrs. Sangeeta Amritlal Shah and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

# NOTICE OF ANNUAL GENERAL MEETING

**Registered Office:**

B-405/1, B-405/2, 4TH FLOOR,  
99,MULJI JETHA BLDG, KALBADEVI ROAD,  
VITTHALWADI, MUMBAI – 400002

**By order of the Board**

Sd/-

**Amrit J. Shah**  
**Managing Director**

**Place:** Mumbai

**Date:** 06/07/2019

# NOTICE OF ANNUAL GENERAL MEETING

## ATTENDANCE SLIP

7<sup>th</sup> ANNUAL GENERAL MEETING ON 31<sup>st</sup> JULY, 2019

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 7<sup>th</sup> Annual General Meeting of the Company at B-405/1, B-405/2, 4th floor, 99, Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai -400002, on July 31<sup>st</sup>, 2019, Wednesday at 11.00 A.M.

\_\_\_\_\_  
Signature of the Shareholder or Proxy

\_\_\_\_\_

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

Electronic Voting Event Number (EVEN)	USER I'D	PASSWORD

# NOTICE OF ANNUAL GENERAL MEETING

## FORM NO. MGT-11

### PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration Rules, 2014]*

<b>Name of the Member(s):</b>	
<b>Registered address:</b>	
<b>E-mail Id:</b>	
<b>Folio No. /Client Id &amp; DP. Id:</b>	

*I/We.....being a member / members holding.....shares of  
MOKSH ORNAMENTS LIMITED hereby appoint:*

<b>1</b>	<b>Name:</b>	<b>Address:</b>
	<b>Email ID:</b>	<b>Signature:</b>
<b>2</b>	<b>Name:</b>	<b>Address:</b>
	<b>Email ID:</b>	<b>Signature:</b>
<b>3</b>	<b>Name:</b>	<b>Address:</b>
	<b>Email ID:</b>	<b>Signature:</b>

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday, July 31, 2019 at **11:00 A.M.** at **B-405/1, B-405/2, 4th floor, 99,Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai - 400002** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No	Description.	No. of shares held	FOR	AGAINST

## NOTICE OF ANNUAL GENERAL MEETING

1	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31 <sup>st</sup> March, 2019 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 <sup>st</sup> March, 2019 and Report of the Directors and Auditors thereon.			
2	To appoint a Director in place of Mr. Amrit Jawanmal Shah who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
3	To appoint a Director in place of Mr. Jawanmal Moolchand Shah who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
4	To Consider And Approve The Revision In Remuneration Of Mr. Amrit Jawanmal Shah, Managing Director Of The Company			
5	To Consider And Approve The Revision In Remuneration Of Mr. Jawanmal Moolchand Shah, Whole Time Director Of The Company.			
6	To Consider And Approve The Revision In Remuneration Of Mrs. Sangeeta Amritlal Shah, Non-Executive Independent Director Of The Company			

Signed this 31<sup>st</sup> day of July, 2019

Signature(s) of the Shareholder(s).....

Signature of Proxy Holder.....

**Notes:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



# NOTICE OF ANNUAL GENERAL MEETING

## PAPER – MGT -12

### BALLOT PAPER/POLLING PAPER

<b>Name(s) of Member(s) :</b> (In BLOCK/CAPITAL LETTERS)	
<b>Registered Address :</b>	
<b>DP ID / Client ID* or Registered Folio No :</b>	
<b>No. of equity shares held :</b>	

#### **\*Applicable in case of Share held in electronic form**

I/We hereby exercise my/our vote in respect of the following resolution(s) as set out in the Notice of 36<sup>th</sup> Annual General Meeting of Company scheduled to be held on Wednesday, July 31, 2019 at **11:00 A.M.** at **B-405/1, B-405/2, 4th floor, 99,Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai - 400002**, which is proposed to be placed for consideration of members at the aforesaid Annual General Meeting of the Company, by conveying my/our assent and/or dissent to the said Resolution(s) in the relevant box as stated here in below:

ResoNo.	Resolution	No. of Equity Share(s) held	I/We assent to the resolution (For)*	I/We dissent to the resolution (Against)*
<b>Ordinary Businesses</b>				
1.	To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31 <sup>st</sup> March, 2019 and Balance Sheet as at that date, Cash Flow statement for the year ended 31 <sup>st</sup> March, 2019 and Report of the Directors and Auditors thereon.			

## NOTICE OF ANNUAL GENERAL MEETING

2.	To appoint a Director in place of Mr. Amrit Jawanmal Shah who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
3.	To appoint a Director in place of Mr. Jawanmal Moolchand Shah who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.			
<b>Special Businesses</b>				
4.	To Consider And Approve The Revision In Remuneration Of Mr. Amrit Jawanmal Shah, Managing Director Of The Company			
5.	To Consider And Approve The Revision In Remuneration Of Mr. Jawanmal Moolchand Shah, Whole Time Director Of The Company.			
6.	To Consider And Approve The Revision In Remuneration Of Mrs. Sangeeta Amritlal Shah, Non-Executive Independent Director Of The Company			

\*Please put a tick mark (✓) in appropriate column against the resolution(s) indicated above. In case of member/proxy wishes his/her vote to be used differently, he/she should indicate the number of shares under the columns 'For' and/or 'Against'.

**Place:**

**Date:**

\_\_\_\_\_  
**Signature of Member**

# NOTICE OF ANNUAL GENERAL MEETING

**ROUTE MAP TO THE VENUE OF THE 7th ANNUAL GENERAL MEETING ON WEDNESDAY, JULY 31, 2019 AT 11.00 A.M.**

