



Motisons Jewellers Limited

270, 71, 72, 76, Johari Bazar, Jaipur-302003 | Tel.: +91-0141-4150000
SB-110 Lalkothi, Tonk Road, Jaipur-302015 | Tel.:+91-0141-4160000
F-33, Gautam Marg, Vaishali Nagar, Jaipur-302021 | Tel.:+91-0141-3510000
Email: motisons@gmail.com • Website: www.motisonsjewellers.com

CIN-L36911RJ2011PLC035122

Date: 14.08.2024

To

BSE Limited

Dept of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001 (Maharashtra)
Scrip Code: 544053

National Stock Exchange of India Limited

The Listing Department
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (East),
Mumbai 400 051 (Maharashtra)
Symbol: MOTISONS

Sub: Postal Ballot Notice - Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Dear Sir / Ma'am,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Postal Ballot Notice dated 14th August, 2024 along with the Explanatory Statement for seeking the approval of Members of the Company by Postal Ballot only through voting by electronic means ("remote e-voting") on the following special business as set out in the said Postal Ballot Notice:

1. Issuance of up to 1,00,00,000 (one crore only) fully convertible warrants ("warrants") on preferential basis to the persons belonging to "Non-Promoter, public category"
2. Increase in authorised share capital of the company and consequent alteration in clause v of the Memorandum of Association

The said notice is being sent electronically to all 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. Friday, 09th August, 2024. The Company has engaged the services of Link Intime India Private Limited, to provide e-voting facility to all the members. The remote e-voting period shall commence at 9.00 a.m. (IST) on Thursday, 15th August, 2024 and shall end at 5.00 p.m. (IST) on Friday, 13th September, 2024. The Postal Ballot results will be submitted to the stock Exchange in accordance with Listing Regulations.

You are requested to kindly take the same on record.

Thanking you

Yours faithfully,

For Motisons Jewellers Ltd

BHAVESH
SUROLIA

Digitally signed by
BHAVESH SUROLIA
Date: 2024.08.14
20:24:43 +05'30'

Bhavesh Surolia

Company Secretary and Compliance Officer

Membership No.: A64329

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 Rules 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 (“LI IPL”), 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:

| | |
|---|--|
| Cut-off date for eligibility to vote | Friday, August 09, 2024 |
| Commencement of e-Voting period | 09:00 A.M. IST on Thursday, August 15, 2024 |
| Conclusion of e-Voting period | 05:00 P.M. IST on Friday, September 13, 2024 |

NOTICE

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

The Board of Directors (the "Board") has appointed Mr. Pankaj Kumar Gupta, Proprietor of M/s. Kumar G & Co., (COP No.- 7579), Practicing Company Secretaries 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. September 13, 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. ISSUANCE OF UP TO 1,00,00,000 (ONE CRORE ONLY) FULLY CONVERTIBLE WARRANTS ("WARRANTS") ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO "NON-PROMOTER, PUBLIC CATEGORY"**

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 23, 42, 62(1)(c) and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof, for the time being in force} (hereinafter referred to as the "**Act**"), and in accordance with the provisions of Memorandum and Articles of Association of the Company, Uniform Listing Agreements entered into by the Company with the stock exchanges where the shares of the Company are listed ("**Stock Exchanges**"), the Rules, Regulations and Guidelines issued by the Securities and Exchange Board of India ("**SEBI**") including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") as amended, the Foreign Exchange Management Act, 1999 as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one

NOTICE

or more of its powers, including the powers conferred hereunder), consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, by way of preferential allotment on private placement basis, up to 1,00,00,000 (One Crore Only) Fully Convertible Warrants (“Warrants”), to the persons belonging to “Non-Promoter, Public Category”, at an issue price of Rs. 170/- (Rupees One Hundred and Seventy Only) per Warrant, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 170,00,00,000 (Rupees One Hundred and Seventy Crores Only), on such further terms and conditions as detailed herein below, to the below mentioned persons (“Proposed Allottees”):

| Sl. No. | Name(s) of the Proposed Allottees | Maximum no. of Warrants for the respective allottee |
|---------|--|---|
| | Non- Promoters, Public | |
| 1 | North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund | 35,00,000 |
| 2 | Eminence Global Fund PCC- Eubilia Capital Partners Fund I | 35,00,000 |
| 3 | Nexpact Limited | 30,00,000 |
| | Total | 1,00,00,000 |

RESOLVED FURTHER THAT preferential allotment to Proposed Allottees shall be made at an issue price of Rs. 170/- (Rupees One Hundred and Seventy Only) per Warrant, being a price more than the price determined in accordance with the provisions of Chapter V of ICDR Regulations.

RESOLVED FURTHER THAT the 'Relevant Date', as per the provisions of Chapter V of the SEBI ICDR Regulations for the purpose of determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Wednesday, August 14, 2024 (being the date which is 30 days prior to the date of passing of this resolution i.e. Friday, September 13, 2024, the last date of remote e-voting conducted via postal ballot).

RESOLVED FURTHER THAT Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each (“**Equity Shares**”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of such Warrants, on such further terms and conditions as may be finalized by the Board.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Warrants shall rank *pari-passu* in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of Rs.10/- (Rupees Ten Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT issue of Warrants and Equity Shares to be allotted on exercise of Warrants shall be subject to the following terms and conditions:

- a) Each Warrant held by Proposed Allottees shall entitle them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of Warrants (“**Warrant Exercise Period**”).
- b) The Proposed Allottee(s) shall, on or before the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and

NOTICE

appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

- c) The pre-preferential shareholding, if any, of Proposed Allottees along with Warrants, being allotted and Equity Shares proposed to be allotted to Proposed Allottees pursuant to the conversion of Warrants, shall be under lock-in for such period as may be prescribed under Chapter V of ICDR Regulations.
- d) Warrants being allotted to Proposed Allottees shall not be sold, transferred, hypothecated or encumbered in any manner during the lock-in period provided under Chapter V of ICDR Regulations except to the extent and in the manner permitted there under.
- e) Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the members, provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.
- f) Warrants and Equity Shares to be issued and allotted by the Company upon exercise of Warrants shall, in each case, be in dematerialized form.
- g) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottee(s).
- h) Upon exercise of the option to convert the convertible Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to exercise of the convertible Warrants is completed within 15 days from the date of such exercise by the allottee of such warrants.
- i) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period of 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
- j) The Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder any voting rights in the Company in respect of such Warrants. However, warrants holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company and/or any Committee constituted by the Board for this purpose and/or Executive Director and/or KMP of the Company be and are hereby authorized severally on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation to make application to Stock Exchange for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, signing and execution of various deeds, documents and agreements and also to modify, accept and

NOTICE

give effect to any modifications therein and the terms and conditions of the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the Board of Directors/Committee(s) of the Board and/or Executive Director and/or KMP of the Company be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors/ Committee(s) of the Board be and is hereby authorized severally to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Executive Director or any other Key Managerial Personnel or any other officer(s) of the Company.”

2. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any of the Companies Act, 2013 (the ‘Act’) and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the approval of Concerned Registrar of Companies, and such other approvals as may be required in this regard, the approval of the Members of the Company be and is hereby accorded for increase in Authorised Share Capital of the Company from the existing Rs. 113,00,00,000/- (Rupees One Hundred and Thirteen Crores Only) comprising of Rs. 103,00,00,000/- Equity share capital divided into 10,30,00,000 (Ten Crores Thirty Lakhs Only) Equity Shares of Rs. 10/- each and Rs. 10,00,00,000/- (Rupees Ten crores only) Preference Share Capital divided into 1,00,00,000 (One Crore Only) Preference Shares of Rs.10/- each to Rs.125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only) comprising of Rs. 115,00,00,000/- (Rupees One Hundred and Fifteen Crores only) Equity share capital divided into 11,50,00,000 (Eleven Crores and Fifty Lakh only) Equity Shares of Rs. 10/- each and Rs. 10,00,00,000 (Rupees Ten crores only) Preference Share Capital divided into 1,00,00,000 (One Crore Only) Preference Shares of Rs.10/- each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

“V. The Authorized Share Capital of the Company is Rs.125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only) comprising of Rs. 115,00,00,000/- (Rupees One Hundred and Fifteen Crores only) Equity share capital divided into 11,50,00,000 (Eleven Crores and Fifty Lakh only) Equity Shares of Rs. 10/- each and Rs. 10,00,00,000 (Rupees Ten crores only) Preference Share Capital divided into 1,00,00,000 (One Crore Only) Preference Shares of Rs.10/- each.

NOTICE

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board by this resolution be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company.”

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

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

Date: 14.08.2024

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 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. Friday, August 09, 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 commencement of e-voting.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of Members as on August 09, 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) 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

NOTICE

<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. Pankaj Kumar Gupta, Proprietor of M/s. Kumar G & Co, (COP No.- 7579), Practicing Company Secretaries, 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 or KMP 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 Friday, September 13, 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.

NOTICE**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:**

- a) Visit URL: <https://eservices.nsdl.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.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.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.nsdl.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

NOTICE

- 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

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: -

NOTICE

A. User ID:

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

NOTICE

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.
- 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).

NOTICE

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

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”.

NOTICE

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, 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 Jewellers Limited], , 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 Thursday, August 15, 2024 and ends at 5.00 P.M. (IST) on Friday, September 13, 2024. The remote e-voting module shall be disabled by the Link Intime for voting at 5.00 PM (IST) on Friday, September 13, 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: 14.08.2024

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: ISSUANCE OF UP TO 1,00,00,000 (ONE CRORE ONLY) FULLY CONVERTIBLE WARRANTS (“WARRANTS”) ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO “NON-PROMOTER, PUBLIC CATEGORY”

The special resolution in Item No. 1 of this Notice, has been proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013 (the “Act”), to issue, offer and allot, up to 1,00,00,000 (One Crore Only) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant, by way of preferential allotment on private placement basis, to the persons belonging to “Non-Promoter, Public Category” (“Proposed Allottees”), for an aggregate amount of up to Rs.170,00,00,000/- (Rupees One Hundred and Seventy Crores Only), at an issue price of Rs.170/- (Rupees One Hundred and Seventy Only) per Warrant, being a price more than the price determined in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”).

The preferential issue to Proposed Allottees is subject to the receipt of necessary approvals including approval of Members, Stock Exchanges.

The said proposal has been considered and approved by the Board in its meetings held on Wednesday, August 14, 2024.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, in terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 with respect to the additional disclosures for objects of the issue and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

1. Objects of the Preferential Issue

Objects of the proposed Fund Raising under separate head:

The Company intends to utilize the Gross Proceeds from this Preferential Issue towards the following objects:

1. Issue Related Expenses
2. Repayment of outstanding Unsecured loans including interest accrued thereon, if any ;
3. General Corporate Purposes;
4. Working Capital requirements

(collectively, referred to hereinafter as the "Objects")

Utilization of Gross Proceeds

The intended use of the Gross Proceeds of the Issue is as under: -

NOTICE

| S. No. | Particulars | Total estimated amount to be utilized (₹ in Crores)* | Tentative timeline for utilization of funds |
|--------|--|--|---|
| 1. | Issue Related Expenses | 0.50 | Up to March 2025 |
| 2. | Repayment of outstanding Unsecured loans including interest accrued thereon; if any [@] | 40.00 | Up to May 2026 |
| 3. | General Corporate Purposes | 34.50 | Up to May 2026 |
| 4. | Working Capital requirements | 95.00 | Up to May 2026 |
| | Total | 170.00 | |

*considering 100% conversion of Warrants into Equity Shares within the stipulated time.

@ The details of intended repayment of debts are as under:

| Sr. No. | Name of the Lender | Relationship with Company | Nature of Debts | Estimated amount to be utilized (₹ in Crores) | Tentative timeline for utilization of funds |
|---------|----------------------------------|---------------------------|-----------------|---|---|
| 1 | Godawari Estates Private Limited | Group Companies | Unsecured Loans | 7.74 | Up to May 2026 |
| 2 | Namita Chhabra | Promoter | | 7.97 | |
| 3 | Sanjay Chhabra | Promoter | | 3.70 | |
| 4 | Sandeep Chhabra | Promoter | | 20.59 | |
| | | | Total | 40.00 | |

Given that the preferential issue is for convertible Warrants, the issue proceeds shall be received by the Company within 18 (eighteen) months from the date of allotment of the Warrants in terms of Chapter V of ICDR Regulations, and as estimated by the management, the entire issue proceeds would be utilized for the 14 all the aforementioned Objects, in phases, as per the availability of issue proceeds, and the Company's business requirements and within the periods as set out in the table.

#in terms of BSE Notice No. 20221213-47 and NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon the future circumstances given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board/ Committee constituted by the Board, subject to compliance with applicable laws. If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as

NOTICE

may be determined by the Board/ Committee constituted by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board/ Committee constituted by the Board, subject to compliance with applicable laws. Further, if the full issue proceeds as stated above not received due to technical factors, all heads under objects of the issue, shall get adjusted proportionately as may be determined by the Board/ Committee constituted by the Board, subject to compliance with applicable laws

Interim Use of Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Gross Proceeds. Pending utilization of the Gross Proceeds for the purposes described above, our Company intends to deposit the Gross Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or deploy funds for such businesses opportunities as may be allowed by the Board from time to time.

Monitoring of Utilization of Funds

Since the issue size exceeds Rs. 100,00,00,000/- (Rupees One Hundred Crores only), in terms of Regulation 162A of Chapter V of the SEBI ICDR Regulations, In terms of Regulation 162A of the SEBI ICDR Regulations, the Company has identified a Credit Rating Agency duly registered with the SEBI as the monitoring agency to monitor the use of the proceeds of the Issue. The monitoring agency shall submit its report to the Company on a quarterly basis, till 100% of the proceeds of the issue are utilized.

2. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price

The Board of Directors at its meeting held on Wednesday, August 14, 2024 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance and allotment of up to 1,00,00,000 (One Crore Only) Fully Convertible Warrants (“Warrants”) carrying a right exercisable by the Warrant holder to subscribe to one Equity Share per Warrant to the persons belonging to “Non-Promoter, Public Category”, at an issue price of Rs.170/- (Rupees One Hundred and Seventy Only), for an aggregate amount of up to Rs.170,00,00,000/- (Rupees One Hundred and Seventy Crores Only), for cash by way of preferential allotment on private placement basis.

Warrants shall be convertible into equivalent number of fully paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each (“**Equity Shares**”) at the option of Proposed Allottees, in one or more tranches, within 18 (eighteen) months from the date of allotment of Warrants.

3. Relevant date:

In terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue / exercise price of Warrants / Equity Shares to be allotted on conversion of Warrants, shall be Wednesday, August 14, 2024, (being the date which is 30 days prior to the date of passing of this resolution i.e. Friday, September 13, 2024, the last date of remote e-voting conducted via postal ballot).

4. Basis on which the price has been arrived at, justification for the price (including premium, if any);

NOTICE

The Equity Shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and floor price has been determined in accordance with the SEBI ICDR Regulations. NSE being the stock exchange with highest trading volume during preceding 90 trading days has been considered for the purpose of price determination.

The issue of Fully Convertible Warrants on preferential basis to the Foreign Portfolio Investor under the QIB Allottees will be on such price as determined in accordance with Regulation 164 (4) of Chapter V of SEBI (ICDR) Regulations, 2018.

In terms of the provisions of Regulation 164(4) of the SEBI ICDR Regulations, the minimum price at which the warrants may be issued computes to Rs. 166.36/- each warrant which is 10 trading days volume weighted average price of the related equity shares quoted on a recognized stock exchange preceding the relevant date.

Further, Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares/Convertible warrants issued on preferential basis.

As the proposed allotment is more than 5% of the post issue fully diluted share capital of the Company to the allottees. Hence, in terms of Regulation 166A of ICDR Regulations, the Company has obtained a valuation report from an independent registered valuer for determining the price. The price determined through Valuation report of Mr. Manish Manwani, an independent Registered Valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018 is Rs. 169.33/- per warrant. The said report is available on the website of the Company at www.motisonsjewellers.com

After considering the above, it was decided to issue these warrants to be allotted on preferential basis to the proposed allottees at a price of Rs. 170/- (Rupees One Hundred and Seventy Only) each, which has been higher than the minimum specified price per warrant computed in accordance with Regulation 164 (4) of the ICDR Regulations and Regulation 166A of ICDR Regulations.

5. Amount which the company intends to raise by way of such securities;

Aggregate amount of up to Rs. 170,00,00,000/- (Rupees One Hundred and Seventy Crores Only).

6. Name and address of valuer who performed valuation;

Mr. Manish Manwani, independent registered valuer (IBBI Registration No.: IBBI/RV/03/2021/14113), having office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018.

7. Principal terms of Assets charged as securities: Not Applicable

8. Material terms of raising such securities: The same has been disclosed in the respective resolution.

9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable

10. Valuation for consideration other than cash: Not Applicable

11. The class or classes of persons to whom the allotment is proposed to be made:

NOTICE

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who fall under “Non-Promoter, Public Category” of the Company

12. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

| S. No. | Name(s) of the Proposed Allottees | Current Status | Post Status |
|--------|---|-------------------------------|-------------------------------|
| 1 | North Star Opportunities Fund VCC- Bull Value Incorporated VCC Sub-Fund | Non-Promoter, Public Category | Non-Promoter, Public Category |
| 2 | Eminence Global Fund PCC- Eubilia Capital Partners Fund I | Non-Promoter, Public Category | Non-Promoter, Public Category |
| 3 | Nexpact Limited | Non-Promoter, Public Category | Non-Promoter, Public Category |

13. The intent of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

None of the Promoters or promoter group or Directors or key managerial personnel of the Company intend to subscribe to the offer.

14. Pre and Post issue shareholding pattern of the Company:

The shareholding pattern of the Company before and after the proposed preferential issue will be as under:

| Category | Pre-Issue Shareholding | | Warrants to be allotted | Post Issue Shareholding (Presuming full conversion of Warrants) | |
|---|---|--------------|-------------------------|---|--------------|
| | No. of fully paid-up equity shares held | %* | | No. of fully paid-up equity shares held | %# |
| A) Promoter Shareholding | | | | | |
| 1) Indian | | | | | |
| a) Individuals & HUF | 3,93,30,000 | 39.95 | - | 3,93,30,000 | 36.27 |
| b) Others | 2,56,45,000 | 26.05 | - | 2,56,45,000 | 23.65 |
| Sub Total (A)(1) | 6,49,75,000 | 66.00 | - | 6,49,75,000 | 59.91 |
| 2) Foreign (A) (2) | - | - | - | - | - |
| Total Promoter Shareholding A=A1 +A2 | 6,49,75,000 | 66.00 | - | 6,49,75,000 | 59.91 |
| B) Public Shareholding | | | | | |
| B1) Institutions (Domestic) | 3,55,000 | 0.36 | - | 3,55,000 | 0.33 |
| B2) Institutions (Foreign) | 64,171 | 0.07 | 1,00,00,000 | 1,00,64,171 | 9.28 |
| B3) Central Govt./State Govt./POI | - | - | - | - | - |
| B4) Others | | | | | |

NOTICE

| | | | | | |
|---|--------------------|---------------|--------------------|---------------------|---------------|
| a) Individuals | 2,41,14,696 | 24.49 | - | 2,41,14,696 | 22.24 |
| b) Bodies Corporate | 58,43,514 | 5.94 | - | 58,43,514 | 5.39 |
| c) Non-Resident Indians (NRIs) | 65,275 | 0.07 | - | 65,275 | 0.06 |
| d) Others (Clearing Members, HUF, LLP etc) | 30,28,344 | 3.08 | - | 30,28,344 | 2.79 |
| Total Public Shareholding B=B1+B2+ B3+B4 | 3,34,71,000 | 34.00 | 1,00,00,000 | 4,34,71,000 | 40.09 |
| C) Non-Promoter - Non-Public | - | - | - | - | - |
| Total Shares (A+B+C) | 9,84,46,000 | 100.00 | 1,00,00,000 | 10,84,46,000 | 100.00 |

Notes:

- (1) The pre-issue shareholding pattern is as on latest shareholding pattern filed to the stock exchanges i.e. June 30, 2024.
- (2) *These percentages have been calculated on the basis of fully paid up equity share capital i.e. 98,44,60,000/- (Rupees Ninety Eight Crores and Forty Four Lakhs Sixty Thousand Only) divided into 9,84,46,000 (Nine Crores Eighty Four Lakhs and Fourty Six Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each.
- (3) #These percentages have been calculated on the basis of fully diluted paid up equity share capital i.e. 108,44,60,000/- (Rupees One Hundred Eight Crores and Forty Four Lakhs Sixty Thousand Only) divided into 10,84,46,000 (Ten Crores and Eighty Four Lakhs Forty Six Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each assuming full conversion of warrants.
- (4) Post shareholding structure may change depending upon any other corporate action in between.

15. The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottee(s) and the percentage of post preferential issue capital that may be held by them:

| Name of Allottee | Pre issue shareholding | | Warrants to be allotted | Shareholding post conversion of Warrants | | Name of ultimate beneficial owners |
|--|------------------------|---|-------------------------|--|------|------------------------------------|
| | No. of Shares | % | | No. of Shares | %# | |
| North Star Opportunities Fund VCC-Bull Value Incorporated VCC Sub-Fund | - | - | 35,00,000 | 35,00,000 | 3.23 | Mr. Ali Baquer Issam |
| Eminence Global Fund PCC- Eubilia Capital Partners Fund I | - | - | 35,00,000 | 35,00,000 | 3.23 | Mr. Grigor Jabishvili |
| Nexpact Limited | - | - | 30,00,000 | 30,00,000 | 2.77 | Mr. Saleem Aziz Habib Al Balushi |

NOTICE

#These percentages have been calculated on the basis of fully diluted paid up equity share capital i.e. 108,44,60,000/- (Rupees One Hundred Eight Crores and Forty Four Lakhs Sixty Thousand Only) divided into 10,84,46,000 (Ten Crores and Eighty Four Lakhs Forty Six Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each assuming full conversion of warrants.

16. Proposed time limit within which the allotment shall be completed:

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said warrants will be completed within a period of 15 (fifteen) days from the date of passing of such resolution provided that where the issue and allotment of said warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange(s) and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange(s) and/or Regulatory Authorities etc.

17. Change in control, if any, in the Company consequent to the preferential issue:

As a result of the proposed preferential issue, there will be no change in the control or management of the Company pursuant to the proposed preferential issue. However, voting rights will change in tandem with the change in shareholding pattern of the Company.

18. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the Financial Year, the Company has not made any allotment on preferential basis till date.

19. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil

20. Lock-in Period:

- a) The warrants to be allotted shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- b) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations.

21. Certificate from Practicing Company Secretary:

The Certificate from Mr. Pankaj Kumar Gupta, Proprietor of M/s. Kumar G & Co., (COP No.- 7579), Practicing Company Secretaries, certifying that the preferential issue of warrants is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website www.motisonsjewellers.com

22. Undertakings:

- i) None of the Company, its Promoters or Directors are categorized as wilful defaulter or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) of ICDR Regulations is not applicable.

NOTICE

ii) As the equity shares of the Company have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertakings required under Regulation 163(1)(g) and 163(1)(h) of ICDR Regulations are not applicable.

iii) None of the Company's Directors or Promoters are fugitive economic offenders as defined under ICDR Regulations.

iv) The Company do not have any outstanding dues to the SEBI, stock exchanges or the depositories.

In terms of Sections 42 and 62 of the Act, approval of Members by way of special resolution is required for the resolution as set out in Item No. 1 of this Notice. Hence, the Board recommends the resolution proposed at Item No. 1 for your approval by way of a special resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives is/ are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item no. 1 of this Notice except to the extent of their respective shareholding entitlements in the Company, if any

ITEM NO. 2: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CLAUSE V OF THE MEMORANDUM OF ASSOCIATION

In order to broad base capital structure of the Company and to enable the Company to raise funds, it is proposed to increase the authorised share capital of the Company from Rs. 113,00,00,000/- (Rupees One Hundred and Thirteen Crores Only) comprising of Rs. 103,00,00,000/- Equity share capital divided into 10,30,00,000 (Ten Crores Thirty Lakhs Only) Equity Shares of Rs. 10/- each and Rs. 10,00,00,000 (Rupees Ten crores only) Preference Share Capital divided into 1,00,00,000 (One Crore Only) Preference Shares of Rs.10/- each, to Rs.125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only) comprising of Rs. 115,00,00,000/- (Rupees One Hundred and Fifteen Crores only) Equity share capital divided into 11,50,00,000 (Eleven Crores and Fifty Lakh only) Equity Shares of Rs. 10/- each and Rs. 10,00,00,000/- (Rupees Ten crores only) Preference Share Capital divided into 1,00,00,000 (One Crore Only) Preference Shares of Rs.10/- each.

As a consequence of increase of authorized share capital of the Company, the existing authorised share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly.

The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

Therefore, The Board of Directors recommends the resolution at item no. 2 of this notice to be passed as Ordinary Resolution

None of the Directors or any key managerial personnel or any relative of any of the Directors of the Company or the relatives of any key managerial personnel is, in anyway, concerned or interested in the above resolution.

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

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

Date: 14.08.2024

Place: Jaipur