

CIN : U36910GJ2011PLC063745

DARSHAN ORNA LIMITED

MANUFACTURER OF GOLD & SILVER ORNAMENTS

Ref. No. :

Date :

Date: 07.08.2018

To,
The Manager,
Listing Department,
BSE Ltd,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai 400 001

Scrip Code: 539884
Security ID: DARSHANORNA

Dear Sir,

Sub: Notice of 7th Annual General Meeting of the Company and Book Closure.

With reference to the captioned subject, it is to inform you that the Board of Directors at their meeting held on 07th August, 2018 at the registered office of the Company have approved the notice of Annual General Meeting of the Company. The 7th Annual General Meeting of the Company will be held on Monday, the 03rd day of September, 2018 at 02:00 P.M at the registered office of the Company at 102, First Floor, Shree Balaji Paragon, B/S Rock Regency Hotel, Nr. Circle - P, C.G.Road, Ahmedabad- 380009, Gujarat, India.

Further kindly note that for the purpose of Annual General Meeting the Register of Members and Share Transfer Book of the Company will remain close from **Thursday 23rd August, 2018 to Monday 03rd September, 2018(Both days inclusive)**.

You are therefore requested to take this into your official records and oblige.

Thanking You
For DARSHAN ORNA LIMITED

M.R. Shah

MAHENDRA R. SHAH
DIRECTOR
(DIN: 03144827)



**Registered Office :- 2018/1, First Floor, Nr. Rupa Surchand Ni Pole, M.G. Haveli Road,
Manek Chowk, Ahmedabad (Gujarat) - 380 001. INDIA.**

Tel. No :- +91 79 22142568 | E-mail :- info@darshanorna.com | Web :- www.darshanorna.com

DARSHAN ORNA LIMITED

(CIN: L36910GJ2011PLC063745)

Registered Office : 102, First Floor, Shree Balaji Paragon, B/S Rock Regency Hotel, Nr. Circle - P,
C.G.Road, Ahmedabad- 380009, Phone No. -079-22142568

Email- info@darshanorna.com

Website: www.darshanorna.com

Notice is hereby given that the 7TH ANNUAL GENERAL MEETING of the members of Darshan Orna Limited ("the Company") will be held on Monday, the 03rd day of September, 2018 at 02:00 P.M at the registered office of the Company at 102, First Floor, Shree Balaji Paragon, B/S Rock Regency Hotel, Nr. Circle - P, C.G.Road, Ahmedabad- 380009, Gujarat, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Financial Statement including Audited Balance Sheet of the Company as at March 31st, 2018 and statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with Board of Directors' and Auditors' Report thereon.
2. To consider and approve the declaration of dividend of Rs. 0.25 per equity share of the face value of Rs.10 each.
3. To appoint a director in place of Mrs. Arunaben Mahendrakumar Shah (DIN: 03144981) who retires by rotation, and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL

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

"RESOLVED THAT pursuant to provisions of section 61 read with section 64 and all other applicable provisions, if any, of Companies Act, 2013(including any amendment thereto or re-enactment thereof) and rules framed there under, the consent of the members of the company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 4,80,00,000/- (Rupees Four Crores Eighty Lakh Only) divided into 48,00,000 (Forty Eight Lakh only) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 10,01,00,000/- (Rupees Ten Crore One Lakh Only) divided into 1,00,01,000 (One Crore and One Thousand Only) Equity Shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu in all respect with the existing Equity Shares of the Company and Clause V of the Memorandum of Association.

2. ALTERATION IN CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION

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

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed there under, the consent of the members of the Company, be and is hereby

accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

“V. The Authorised Share Capital of the Company is Rs. 10,01,00,000/- (Rupees Ten Crore One Lakh Only) divided into 1,00,10,000/- (One Crore Ten Thousand Only) Equity Shares of Rs. 10/- (Rs. Ten Only) each.”

RESOLVED FURTHER THAT any one of the Director be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to aforementioned resolution.”

3. ISSUE OF BONUS SHARES:

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Section 63 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with rule 14 of Companies (Share Capital & Debenture Rules),2014 (including any any amendment thereto or re-enactment thereof) and subject to the regulations and guidelines issued by Securities and Exchange Board of India(SEBI) including SEBI (Issue of Capital and Disclosure Requirements) Regulations 2009(as amended from time to time) and other applicable laws, rules, regulations, etc., if any and subject to such consents and approvals as may be required from the appropriate authorities, the consent of the shareholders be and is hereby accorded to capitalize sum not exceeding Rs. 5,24,13,000/- (Rupees Five Crore Twenty Four lacs Thirteen Thousand only) out of Free Reserves and the Securities Premium Account of the company and transfer to Share Capital Account towards issuance and allotment of fully paid equity of Rs. 10/-(Rupees Ten Only) each as Bonus Shares credited as fully paid up to the members of the Company holding Equity shares of Rs. 10/-(Rupees Ten Only) each whose names stand in Register of members of the Company as on the Record Date as the Board of Directors may determine, in that behalf in the proportion of 11(Eleven) new Fully Paid up Equity Shares of Rs. 10/-(Rupees Ten Only) each for every 10(Ten) existing Equity Shares of Rs. 10/-(Rupees Ten Only) each (fractional entitlements of Bonus shares shall be rounded off to one) held as on the date of closure of Transfer Books and that the bonus shares so issued and allotted be treated for all purposes as an increase of the nominal amount of the Equity Capital of the Company held by each such member/person and not as income.

RESOLVED FURTHER THAT the Bonus Equity shares so allotted shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank Pari passu with the existing Equity shares. No Letters of allotment shall be issued for the Bonus shares.

RESOLVED FURTHER THAT the Share Certificates in respect of the New Equity Shares will be issued and dispatched to the shareholders who holds the existing Equity Shares in physical form and the New Equity Shares will be credited in electronic form to the demat accounts of the shareholders who hold the existing Equity Shares in electronic form, within the period prescribed.

RESOLVED FURTHER THAT the allotment of the New Equity Shares as Bonus Shares to the extent they relate to Non-Resident Indians (NRIs), Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCB) and other foreign investors of the Company shall be subject to the approval of the RBI, under the Foreign Exchange Management Act, 1999, or any other regulatory authority, as necessary.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI Listing Regulations and other applicable guidelines, rules and regulations.

RESOLVED FUTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with regard to the issue, allotment, distribution and listing of the New Equity Shares and its decision shall be final and binding.

**BY ORDER OF THE BOARD OF DIRECTORS OF
DARSHAN ORNA LIMITED**

Place: Ahmedabad
Date: 07th August,2018

SD/-
Mahendra R. Shah
Director

Registered Office:

102, First Floor, Shree Balaji Paragon,
B/S Rock Regency Hotel,
Nr. Circle - P, C.G.Road,
Ahmedabad- 380009, Gujarat

NOTES

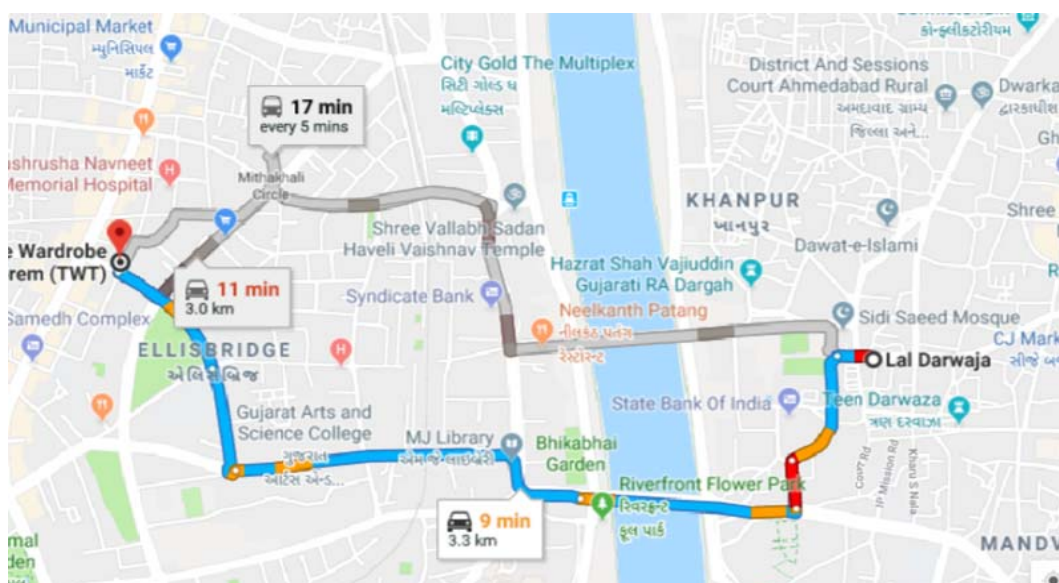
1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST 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 proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company
3. Members / Proxies should bring the duly filled Attendance Slip at the Annual General Meeting (AGM). Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday 23rd August, 2018 to Monday 03rd September, 2018(Both days inclusive).
5. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members are requested to notify immediately any change in their addresses and/or the Bank Mandate details to the Company's Registrars and Share Transfer Agents, KARVY COMPUTERSHARE PRIVATE LIMITED for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

8. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively) has undertaken a “Green Initiative in Corporate Governance” and allowed companies to share documents with its shareholders through an electronic mode. A Stock Exchanges permits companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering / updating their email address for receiving electronic communication.
9. All the Documents referred to in the notice are open for inspection at the registered office of the Company between 11 A.M. to 5.00 P.M on any working day prior to the day of meeting and will also be available at the meeting venue on the date of meeting.
10. The Company being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules 2014 is not mandatory to provide remote e-voting facility to its member.
11. Mrs. Arunaben M. Shah, director retiring by rotation and being eligible; offer herself for reappointment at the Annual general Meeting. A brief resume of the said director is given below-

Name of Director	Mrs. Arunaben Shah
DIN	03144981
Qualification	10 th
Directorship held in other companies	NIL
Number of shares held in the Company at 31.03.2018	1,01,257

12. The venue of AGM is as follows:

Route map to the Venue of the Annual General Meeting



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

ITEM NO. 1 & 2

Presently, the authorized capital of the company is Rs. 4,80,00,000 divided into 48,00,000 Equity Shares of Rs.10/- each. In order to expand the Capital base for infusion of additional funds by way of share capital, it is proposed to increase the Authorized Share Capital from the existing Rs. 4,80,00,000/- to Rs. 10,01,00,000/- subject to compliance of statutory provisions of the Companies Act, 2013 and also to amend Clause V of the Memorandum of Association in this regard.

As per the provisions of the Companies Act, 2013 member's approval is required to give effect to the proposed resolution. The Board considers the said Resolution in the interest of the Company and recommend the said resolution for approval of the members as Ordinary Resolution.

None of the Directors is concerned or interested in this resolution except their shareholding in the Company.

ITEM NO. 3

The Board of Directors at their meeting held on 07th August, 2018, recommended issue of bonus shares in proportion of 11 (Eleven) share for every 10 (Ten) existing equity shares held by the members on a record date to be herein after fixed by the board of directors, by capitalizing sum not exceeding Rs. 5,24,13,000/- (Rupees Five Crore Twenty Four lacs Thirteen Thousand only) out of Free Reserves and the Securities Premium Account of the company.

Pursuant to the provisions of Articles of Association of the Company and in terms of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, the capitalization of reserves and bonus issue thereof require approval of the members in general meeting.

Further, it is necessary to authorize the Board of Directors of the Company to complete all the regulatory formalities prescribed under the companies act, 2013, in connection with bonus issue. Accordingly, the resolution seeks the approval of the members for capitalizing the sum out of Free Reserves and the Securities Premium Account and issue of bonus shares out of the same on the terms and conditions set out in the resolution.

The Board recommends the resolution for approval of shareholders.

The Directors of the Company may be deemed to be concerned or interested in this item of business to the extent of their shareholdings in the company or to the extent of securities that may be allotted to them as Bonus Shares. Save as aforesaid none of directors of the company is in any way concerned or interested in this item of business.

**BY ORDER OF THE BOARD OF DIRECTORS OF
DARSHAN ORNA LIMITED**

Place: Ahmedabad
Date: 07th August,2018

SD/-
Mahendra R. Shah
Director

DARSHAN ORNA LIMITED

(CIN: L36910GJ2011PLC063745)

Registered Office : 102, First Floor, Shree Balaji Paragon, B/S Rock Regency Hotel, Nr. Circle - P,
C.G.Road, Ahmedabad- 380009, Phone No. -079-22142568

Email- info@darshanorna.com

Website: www.darshanorna.com

Annual General Meeting – Monday, 03rd September, 2018

ATTENDANCE SLIP

Folio No. /Client Id:	
Name of Shareholder:	
Address of Shareholder:	

I, hereby record my presence at the Annual General Meeting of the Company to be held on Monday, 03rd September, 2018 at 2.00 PM at 102, First Floor, Shree Balaji Paragon, B/S Rock Regency Hotel, Nr. Circle - P, C.G.Road, Ahmedabad- 380009, Gujarat, India.

Signature of the Member

Notes:

- A. Only Member/Proxy can attend the meeting. No minors would be allowed at the meeting.
- B. Member/Proxy who wishes to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.

Member/Proxy should bring his/her copy of the Notice of Extraordinary General Meeting for reference at the meeting.