MOKSH ORNAMENTS LTD.

(SPECIALIST IN MFG & EXPORTER OF KOLKATA BANGLE)

CIN No. : U36996MH2012PLC233562 GST No. : 27AAICM0504E1ZX

B-405 / 1&B - 405/2, 4TH FLOOR, 99,MULJI JETHA BUILDING, GLITZ MALL, VITHALWADI, KALBADEVI ROAD, MUMBAI-4000002.
email:jineshwar101@gmail.com • Tel:02240041473. I. Com : 4395

Date: 28.01.2021

To,
The Listing Compliance
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E)
Mumbai – 400 051

SYMBOL: MOKSH

Subject: Postal Ballot Notice.

Dear Sir/Ma'am

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 we are enclosing herewith the Postal Ballot Notice dated January 21, 2021, as sent to the Members on their registered Email /address, seeking approval for the following Special Business as set out in the said Postal Ballot Notice:

1. To consider and approve migration of listing/trading of equity shares of the Company from SME Platform of NSE (NSE EMERGE) to Main Board of NSE in terms of SEBI (ICDR) Regulations, 2018 subject to necessary approvals.

The e-voting period commences on Friday, January 29, 2021 (9:00 AM) and ends on Saturday, February 27, 2021 (5:00 PM). The said information is also being made available on the website of the Company i.e. www.mokshornaments.com.

Thanking You.

Yours Truly,
For MOKSH ORNAMENTS LIMITED
For MOKSH ORNAMENTS LTD.

Director / Authorised Signatory

MR. AMRIT SHAH
MANAGING DIRECTOR
DIN: 05301251

MOKSH ORNAMENTS LIMITED

CIN: L36996MH2012PLC233562
Regd. Office: B-405/1, B-405/2, 4th floor, 99, Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Kalbadevi. Mumbai, Mumbai City MH 400002 IN
Email: jineshwar101@gmail.com | Website: www.mokshornaments.com

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to provisions laid down in Regulation 277 and other applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), and pursuant to other applicable laws and regulations, for seeking approval of the Members of Moksh Ornaments Limited ("the Company") through Postal Ballot including electronic voting (e-voting) for the resolution set out hereinafter.

The Explanatory Statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Company has appointed Ms. Jaymin Modi, proprietor of Jaymin Modi & Co, Practicing Company Secretary to act as Scrutinizer for conducting the Postal Ballot (including e-voting) process in a fair and transparent manner.

You are requested to carefully read the instructions printed in this Postal Ballot Notice and return the Form duly completed through courier or post so as to reach the Scrutinizer at A/302, Om Mahavir CHSL, Navghar Cross S.V Road, Bhayander(East). Thane 401105 on or before 5:00 P.M on Saturday, 27th February 2021 or record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. on Saturday, 27th February 2021. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

The Company has also extended e-voting facility as an alternate, for its members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 15th January 2021, to enable them to cast their votes electronically instead of dispatching

Postal Ballot Form(s). Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other person authorized by him after completion of the scrutiny of Postal Ballots and e-voting on or before 5.00 p.m on or before Monday, 1st March, 2021 at the Registered Office of the company B-405/1, B-405/2, 4th Floor, 99,Mulji Jetha Bldg, Kalbadevi Road, Vitthalwadi, Mumbai – 400002.. The said results will intimated to National Stock Exchange of India Limited ("NSE"), where the Company's Shares are listed, and displayed on the website of the Company i.e. Website: www.mokshornaments.com.

Pursuant to Regulation 277 of ICDR Regulations, the Resolution shall be passed by requisite majority if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against the proposal and the last date of receipt of Postal Ballots i.e. Saturday, 27th February 2021 shall be deemed to be the date of passing of Resolution.

SPECIAL BUSINESS:

RESOLUTION 1:

MIGRATION OF THE COMPANY FROM NSE EMERGE PLATFORM OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED.

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

"RESOLVED THAT pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**'ICDR Regulations'**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**) and other applicable provisions, if any, the Companies Act, 2013 (**'the Act'**) and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, and subject to the approval of National Stock Exchange of India Limited (**'NSE'**), the consent of the Members of the Company be and is hereby accorded for migration of the Company's present listing from Emerge Platform of NSE to the Main Board of NSE and to follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the this resolution;

RESOLVED FURTHER THAT any Director and/or Company Secretary and/or Chief Financial Officer of the Company be and are hereby authorised jointly and/or severally to deal with any government or semi-government authorities or any other concerned

intermediaries including but not limited to NSE, Securities and Exchange Board of India, Registrar of Companies, etc. to apply, modify, rectify and submit any application(s) and/or related documents on behalf of the Company and to do all such acts, deeds and things as may be necessary and expedient to give effect to the this resolution."

For and on behalf of the Board of Directors

MOKSH ORNAMENTS LIMITED

Sd/-

MR. AMRIT SHAH
Managing Director
DIN: 05301251
Place: Mumbai
Date: 21.01.2021

NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.

2. The Board of Directors has, at their meeting held on January 21, 2021, appointed Ms. Jaymin Modi, proprietor of Jaymin Modi & Co, Practicing Company Secretary to act as Scrutinizer for conducting the Postal Ballot (including e- voting) process in a fair and transparent manner.

3. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on Friday, 15th January 2021.

4. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage ballot form. A copy of this Postal Ballot Notice will also be available on the website of the Company i.e. www.mokshornaments.com and in the relevant section of the website of NSE on which the Equity Shares of the Company are listed.

5. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for the purpose of receiving this Postal Ballot Notice by way of e-mail and communication of assent or dissent in respect of the resolutions set out in the said Postal Ballot Notice by way of remote e-voting.

6. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot notice for information purpose only.

7. The postal ballot form for voting by shareholders is enclosed.

8. As required by Rule 20 and Rule 22 of the Rules read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations'), after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.

9. Members whose names appear on the Register of Members / List of Beneficial Owners on Friday, 15th January 2021, will be considered for the purpose of voting.

10. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

11. Voting rights shall be reckoned on the paid - up value of shares registered in the names of the Members as on Friday, 15th January 2021.

12. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail at **cs@mokshornaments.com** and Company shall forward the same to the Member.

13. A Member cannot exercise his/her vote by proxy on postal ballot.

14. You are requested to carefully read the instructions printed in this Postal Ballot Notice and return the Form duly completed through courier or post so as to reach the Scrutinizer at A/302, Om Mahavir CHSL, Navghar Cross S.V Road, Bhayander(East). Thane 401105 on or before 5:00 P.M on Saturday, 27th February 2021 or record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. on Saturday, 27th February 2021. The assent or dissent received after such date and time shall be treated as if reply from the Member has not been received.

15. The Scrutinizer will submit his report to the Chairman as soon as possible after the last date of receipt of all Postal Ballots. The said report will be submitted to the Chairman or a person authorized by him in writing and the results of the voting shall be declared, on or before Monday, 01st March, 2021. The result of postal ballot and e-voting along with the Scrutinizer's report will be placed on the Company website at www.mokshornaments.com and will also be communicated to the Stock Exchange where the equity shares of the Company are listed and Depository on the said date.

16. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of notice.

17. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, if any, read with the Rules made thereunder, the Company is providing facility for voting by electronic means ('remote e-voting') to all the members of the Company to enable them to cast their votes electronically on the items mentioned in the Postal Ballot Notice. For this purpose, the Company has entered into an arrangement with National Securities Depository Limited (**NSDL**) to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

18. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

19. The last date of receipt of postal ballot i.e. Saturday, 27th February 2021 shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

20. For the purpose of exercising vote through remote e-voting, members are requested to read the information and other instructions relating to remote e-voting as mentioned below.

21. In view of the current extraordinary circumstances due to COVID-19 pandemic shareholders are requested to prefer e-voting and shareholders who have not registered their email address, may get their email registered with the Company's Registrar and Share Transfer Agent, by sending email at info@bigshareonline.com and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, members may write to info@bigshareonline.com.

PROCEDURE FOR REMOTE E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-voting facility to all its Members to enable them to cast their vote on the matters listed in the Postal Ballot Notice by electronic means. The Company has engaged the services of the National Securities Depository Limited (**NSDL**) to provide the e-voting facility.

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 voting period begins on Friday, 29th January 2021 and ends on Saturday, 27 February 2021 at 05:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 15th January 2021 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
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 holdshares 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***

5. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user 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.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, yourPAN,your name and your registered address.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

Details on Step 2 is given below:

How to 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 company for which you wish to cast your vote.
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) who are authorized to vote, to the Scrutinizer by e-mail to _____**<Please mention the e-mail ID of Scrutinizer>** with a copy marked to 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 to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

For and on behalf of the Board of Directors
MOKSH ORNAMENTS LIMITED

SD/-
MR. AMRIT SHAH
Managing Director
DIN: 05301251
Place: Mumbai
Date: 21.01.2021

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

The Company was listed on NSE SME Platform on January 3rd, 2018 and is eligible to migrate to the Main Board of NSE as per the guidelines laid down under Chapter IX of ICDR Regulations.

Listing on the Main Board of NSE will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The members are, therefore, requested to accord their approval, for the purpose migration of the Company's present listing from SME Platform of NSE to Main Board of NSE as set out in the resolution.

The benefits of listing on Main Board in the form of Market Capitalization, enhanced liquidity, larger participation, visibility etc. will accrue to the Shareholders of the Company.

Pursuant to Proviso to Regulation 277 of Chapter IX of ICDR Regulations, the proposed resolution shall be acted upon if the votes cast by public Shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public Shareholders against the proposal.

It is in the interest of all the Shareholders including public Shareholders to approve the proposal for Migration of the present listed Equity Shares of the Company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks your approval.

The Board of Directors of the Company do and hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolution.

For and on behalf of the Board of Directors

MOKSH ORNAMENTS LIMITED

Sd/-

MR. AMRIT SHAH
Managing Director
DIN: 05301251
Place: Mumbai
Date: 21.01.2021

POSTAL BALLOT FORM

1. Name(s) of Shareholder(s):

(Including joint holders, if any) _____

2. Registered address of the sole/first named Shareholder: _____

3. Registered folio no./DP Id No.*/Client Id No.*:

(*Applicable to investors holding shares in dematerialised form) _____

4. Number of share(s) held: _____

I/We hereby exercise my/our vote in respect of the Special resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated 21st January, 2021 by conveying my/our assent or dissent to the said resolution by placing the tick (√) mark at the appropriate box below:

Item No	Description	No. Of Shares	I/We consent to the resolution	I/We dissent to the resolution
1	Migration Of The Company From NSE Emerge Platform Of National Stock Exchange Of India Limited To Main Board Of National Stock Exchange Of India Limited.			

Place:

Date:

_____

Signature of Shareholders

ELECTRONIC VOTING PARTICULARS

EVEN No	USER ID	PASSWORD/PIN

Notes:

1. Kindly read the instructions printed overleaf before filing the form

2. Please return the duly filled and signed postal ballot form as per the instructions.

3. In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/ Power of Attorney should be sent along with the Ballot Form.

4. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday 27th February 2021.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer through courier or post so as to reach the Scrutinizer at A/302, Om Mahavir CHSL, Navghar Cross S.V Road, Bhayander(East). Thane 401105 on or before 5:00 P.M on Saturday, 27th February 2021.

2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.

3. Duly completed Postal Ballot Form should reach the Company not later than 05:00 P.M on Saturday, 27th February 2021. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.

4. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).

5. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.

6. Votes will be considered invalid on the following grounds:

a) A form other than one issued by the company has been used;

b) It has not been signed by or on behalf of the Member;

c) Signature on the postal ballot form doesn't match the specimen signatures with the company;

d) It is not possible to determine without any doubt the assent or dissent of the Member;

e) Neither assent nor dissent is mentioned;

f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;

g) The envelope containing the postal ballot form is received after the last date prescribed;

h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;

i) It is received from a Member who is in arrears of payment of calls;

j) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;

k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

7. Members are requested not to send any paper (other than the resolution/authority) along with the Postal Ballot Form as all such envelopes will be sent to the Scrutinizer and if any extraneous paper if found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.

8. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.

9. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the members can opt for only one mode of voting i.e. either Postal Ballot Form or E-voting. However, in case the members cast their vote both by Postal Ballot Form and E-voting, then voting done through valid E-voting shall prevail and the voting done by Postal Ballot Form will be treated as invalid.

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