

DARSHAN ORNA LIMITED

Regd Off: 2018/1, FIRST FLOOR NR. RUPA SURCHAND NI POLE, M.G.HAVELI ROAD,
MANEK CHOWK, AHMEDABAD-380001, GUJARAT
CIN: L36910GJ2011PLC063745 Email:info@darshanorna.com

DATE: 07/09/2017

To,
Listing Compliance Department
BSE Limited,
P.J. Towers,
Dalal Street,
Mumbai.

REF: DARSHAN ORNA LIMITED (Scrip Code-539884)

Dear Sir/ Madam

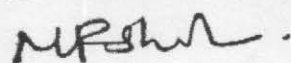
SUBJECT: AGM AND BOOK CLOSURE NOTICE

The 06TH Annual General Meeting (AGM) of the Company held on Saturday, 30th September, 2017 at 11:00 AM at 2018/1, First Floor, Nr. Rupa Surchand Ni Pole, M.G. Haveli Road, Manek Chowk, Ahmedabad - 380001

Pursuant to Regulation 42 of the SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and share transfer book will remain closed from 27th September, 2017 to 29th September, 2017 (Both the days inclusive) for the purpose of 06TH Annual General Meeting.

A copy of the Notice of AGM is enclosed herewith.

Thanking You,
For Darshan Orna Limited



MAHENDRA R. SHAH
Managing Director



DARSHAN ORNA LIMITED

NOTICE

Notice is hereby given that the 6th Annual General Meeting of the Members of Darshan Orna Limited will be held on Saturday, 30th September, 2017 at the Registered Office of the Company at 2018/1, First Floor, Nr. Rupa Surchand Ni Pole, M.G. Haveli Road, Manek Chowk, Ahmedabad 380001 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2017 and Statement of Profit & Loss for together with Cash Flow Statement and Notes forming part thereto ("Financial Statement") for the year ended on 31st March, 2017 and Report of the Board of Directors and Auditors thereon.
2. Re-appointment Arunaben M. Shah, Director of the company (DIN: 03144981), liable to retire by rotation in terms of section 152 (6) of the companies act, 2013 and, being eligible, herself for Re-appointment.
3. To Appoint M/s Dhaval Padiya and Co. Chartered accountants, Ahmedabad as statutory auditor of the company and fix their remuneration.

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 139 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and such other applicable provisions, M/s Dhaval Padiya and Co. (FRN-140653W), Statutory Audit Firm be and is hereby appointed as Auditors of the Company in place of Jignesh Satapara & Co., Chartered Accountant (FRN 134178W) to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the 11th AGM to 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

SPECIAL BUSINESS:

4. **To appoint Mr. Prakash Ratilal Soni (DIN: 07635135) as an Independent Director of the Company.**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Prakash Ratilal Soni (DIN:07635135)who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 13.10.2016 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

5. To appoint Mr. Dinesh Hiran (DIN: 07698773) as an Independent Director of the Company.

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Dinesh Hiran (DIN: 07698773) who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 05.01.2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

6. To appoint Mr. Satish vadilal Sheth (DIN: 0065924) as an Independent Director of the Company.

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made there under and Schedule IV to the said Act, Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satish vadilal Sheth (DIN: 0065924) who was appointed as an Additional Director of the Company under the category of Independent director w.e.f. 07.06.2017 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 to propose him as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of five (5) consecutive years

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to sign the form DIR-12 and make arrangement to file the same with Registrar of Companies and intimate to Stock Exchange(s) and to take such other steps as may be necessary in this regard."

7. To Appoint Mr. Ritesh M. Sheth (DIN:07100840) as a Managing Director of Company

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to appoint **Mr. Ritesh M. Sheth (DIN:07100840)** as a Managing Director of the Company for a period of five (5) consecutive years with effect from 01ST September, 2017, as well as the payment of salary, commission and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said in such manner as may be agreed to between the Board of Directors and Ritesh M. Sheth.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ritesh M. Sheth (DIN:07100840) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

DATE : 01/09/2017
PLACE : AHMEDABAD

By Order of the Board of Director
SD/-

Mahendra R. Shah
Managing Director

Registered Office:

2018/1, first floor,
Nr. Rupa Surchand Ni Pole,
M.G Haveli Road, Manekchowk,
Ahmedabad -380001

NOTES:

- (a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
- (b) Members / proxies should bring their copy of Attendance Slip (duly completed) when attending the Meeting.
- (c) Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
- (d) 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.
- (e) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
- (f) 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.
- (g) 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.
- (h) 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.

BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT / REAPPOINTMENT AT ANNUAL GENERAL MEETING

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief Profile of Directors eligible for appointment/re-appointment at Annual general Meeting vide item no. 4, 5, 6 and 7 are as follows:

Particular	Mr. Prakash Soni	Mr. Dinesh Hiran	Mr. Satish Sheth	Mr. Ritesh Sheth
Date of Birth	01/09/1960	03/07/1990	08/01/1954	23/11/1992
Date of Appointment	13/10/2016	05/01/2017	07/06/2017	18/02/2015
Qualification	He is Under Graduate.	He holds the Bachelor degree of Commerce and is also an associate member of Institute of Company Secretaries of India	He holds the Bachelor degree of Commerce	He holds the Bachelor degree of Commerce
Relationships between directors inter se	Mr. Prakash Ratilal Soni is not related to any of the director of the company	Mr. Dinesh Hiran is not related to any of the director of the company	Mr. Satish is not related to any of the director of the company	Mr. Ritesh Sheth is related to Mahendra Shah. (Mahendra Shah Is father Of Ritesh Sheth)
Directorship held in other companies*	Nil	Nil	02	Nil
Membership/Chairmanships of Committee in other Public Companies	Nil	Nil	02	Nil
Shareholding of non-executive directors	Nil	Nil	Nil	Nil

*Pvt. Companies excluded

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.4:

Mr. Prakash Ratilal Soni was appointed as an additional director under the category of Independent Director of the Company w.e.f 13.10.2016. Under section 161 of the Companies Act, 2013, Mr. Prakash Ratilal Soni holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Prakash Ratilal Soni, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Prakash Ratilal Soni does not hold any equity share of the Company. The period of office of Mr. Prakash Ratilal Soni shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Mr. Prakash Ratilal Soni in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Prakash Ratilal Soni is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 4 of this Notice. None of the Director of the Company except Mr. Prakash Ratilal Soni is concerned or interested in this resolution.

ITEM NO-5:

Mr. Dinesh Hiran was appointed as an additional director under the category of Independent Director of the Company w.e.f 05.01.2017. Under section 161 of the Companies Act, 2013, Mr. Dinesh Hiran holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

The Board is also of the opinion that based on the declarations submitted by Mr. Dinesh Hiran, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Dinesh Hiran does not hold any equity share of the Company. The period of office of Mr. Dinesh Hiran shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Mr. Dinesh Hiran in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Dinesh Hiran is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 5 of this Notice. None of the Director of the Company except Mr. Dinesh Hiran is concerned or interested in this resolution.

ITEM NO-6:

Mr. Satish vadilal Sheth was appointed as an additional director under the category of Independent Director of the Company w.e.f 07.06.2017. Under section 161 of the Companies Act, 2013, Mr. Satish vadilal Sheth holds his office upto the date of ensuing Annual General Meeting. Due notice under section 160 of the Act has been received to propose him as a candidate for the office of Director of the Company.

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The Board is also of the opinion that based on the declarations submitted by Mr. Satish vadilal Sheth, he fulfills the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Mr. Satish vadilal Sheth does not hold any equity share of the Company. The period of office of Mr. Satish vadilal Sheth shall not be liable to determination by retirement of Directors by rotation, in terms of Section 149 (13) of the Companies Act, 2013 and the relevant rules made there under.

Brief profile of Mr. Satish vadilal Sheth in terms of Regulation 36 (3) of the Listing Regulations is forming part of this notice. Mr. Satish vadilal Sheth is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. The Board recommends passing of the resolution as set out in Item No. 6 of this Notice. None of the Director of the Company except Mr. Satish vadilal Sheth is concerned or interested in this resolution.

ITEM NO-7:

On the basis of recommendation of the Nomination & Remuneration Committee of the Company and subject to the approval of members of the Company, the Board of Directors in their meeting held on 01st September, 2017 appointed Mr. Ritesh M. Sheth, as a Managing Director of the Company for a period of 5 years with effect from 01st September, 2017.

In view of the above position, approval of Members is sought, through Ordinary Resolution, to formally appoint Mr. Ritesh M Sheth as a director and also as Managing Director of the Company.

Brief profile of Mr. Ritesh M. Sheth in terms of Regulation 36(3) of the Listing Regulations are forming part of this notice. Mr. Ritesh M Sheth is not disqualified from being appointed as a Director in terms of Section 164 of the of the Companies Act, 2013

DATE: 01/09/2017
PLACE: AHMEDABAD

By Order of the Board of Director

SD/-
Mahendra R. Shah
Managing Director

Registered Office:
2018/1, first floor,
Nr. Rupa Surchand Ni Pole,
M.G Haveli Road,
Manekchowk, Ahmedabad -380001

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Registered Office: 2018/1, FIRST FLOOR, NR. RUPA SURCHAND NI POLE, M.G. HAVELI ROAD, MANEK CHOWK, AHMEDABAD GJ 380001

Email: info@darshanorna.com Website: www.darshanorna.com

CIN: U36910GJ2011PLC063745

Annual General Meeting – Saturday, 30th September, 2017

ATTENDANCE SLIP

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

I, hereby record my presence at the Extra Ordinary General Meeting of the Company to be held on Saturday, 30th September, 2017 at 11.00 AM at 2018/1, First Floor, Nr. Rupa Surchand Ni Pole, M.G. Haveli Road, Manek Chowk, Ahmedabad - 380001 Gujarat.

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.

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Form MGT-11

Proxy Form

[Pursuant to section 105(6) of Companies Act, 2013 and rule 19(3) of Companies (Management and Administration) Rules, 2014]

Annual General Meeting – Saturday, 30th September, 2017

Name of the Shareholder(s): _____

Registered Address: _____

E-mail ID: _____ Folio No ./Client Id : _____ DP ID : _____

I/We, being member(S) of Darshan Orna Limited , holding _____ share of the company , hereby appoint

A: Name _____

Address: _____

E-mail ID: _____ Signature: _____

Or failing him/her

B: Name _____

Address: _____

E-mail ID: _____ Signature: _____

Or failing him/her

C: Name _____

Address: _____

E-mail ID: _____ Signature: _____

Or failing him/her

As my/our proxy to attend and vote (on poll) for me/us, on my/our behalf at the Annual General Meeting of the Company to be held on – Saturday, 30th September, 2017 at 11.00 AM at 2018/1, First Floor, Nr. Rupa Surchand Ni Pole, M.G. Haveli Road, Manek Chowk, Ahmedabad GJ 380001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	VOTING	
ORDINARY BUSINESS		FOR	AGAINST
1.	Adoption of the Audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2.	Re-appointment of Director in place of Mrs. Arunaben Shah (DIN03144981), who retires by rotation and being eligible, offers herself for reappointment		
3.	To Appoint M/s Dhaval Padiya and Co. Chartered Accountants as the Statutory Auditors of the Company.		
SPECIAL BUSINESS			
4.	Regularisation of Mr. Prakash Soni (DIN 07635135) as an Independent Director of the Company.		
5.	Regularisation of Mr. Dinesh Hiran (DIN 07698773) as an Independent		

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	Director of the Company.		
6.	Regularisation of Mr. Satish Sheth (DIN 00065924) as an Independent Director of the Company.		
7.	To Appoint Mr. Ritesh M. Sheth As Managing Director of the Company		

Signed this ____day of _____2017

Revenue
stamp

Signature of Shareholder

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Signature of Proxy holder(s)

Notes:

1. Proxy need not be a member of the Company.
2. The Proxy Form duly filled in and signed by the member(s) across Revenue Stamp should reach the Company's Registered Office:, 2018/1, First Floor, Nr. Rupa Surchand Ni Pole, M.G. Haveli Road, Manek Chowk, Ahmedabad - 380001 at least 48 hours before the commencement of the meeting.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.