

DARSHAN ORNA LIMITED

CIN: L36910GJ2011PLC063745

REGISTERED OFFICE: Survey No. 02105+2106/3/Lawar Ni Pole, Shekh Sariya Chambers, Madan Gopal Haveli Road, Manek Chowk Ahmedabad-380001

WEBSITE: www.darshanorna.co.in **E-MAIL:** compliance@darshan@gmail.com

CONTACT NO.: 07922142568

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra Ordinary General Meeting (EGM)** of the members of **DARSHAN ORNA LIMITED** ("the Company") will be held on **Monday, the 29th day of April, 2024 at 02:30 P.M.** at the registered office of the Company situated at Survey No. 02105+2106/3/Lawar Ni Pole, Shekh Sariya Chambers, Madan Gopal Haveli Road, Manek Chowk Ahmedabad-380001 to transact the following business:

SPECIAL BUSINESS:

1. To appoint the Statutory Auditors of the Company and to fix their remuneration to fill casual vacancy:

To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions of the Act, if any, including any statutory modifications, amendments or re-enactments thereof and as recommended by the board of directors of the company, consent of the company be and is hereby accorded to appoint **M/s. Aniket Goyal & Associates**, Chartered Accountants, having [FRN: 022331C] as the Statutory Auditor of the company to fill the casual vacancy that arises due to the resignation by **M/s. Bhagat & Co.**, Chartered Accountants.

FURTHER RESOLVED THAT M/s. Aniket Goyal & Associates, Chartered Accountants be and is hereby appointed as Statutory Auditor of the company to conduct the audit for the period ended as on 31st March 2024, and shall hold the office as Statutory Auditor from the conclusion of this Extra-Ordinary General Meeting till the conclusion of ensuing Annual General Meeting on such remuneration as may be decided by the board.

FURTHER RESOLVED THAT any of the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies."

2. Re-appointment of Mr. Ritesh Mahendrabhai Sheth as the Managing Director:

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the company and subject to any other approvals as may be required, the consent of the members of the company be and is here accorded for re-appointment of **Mr. Ritesh Mahendrabhai Sheth (DIN: 07100840)** as the Managing Director of the company, for a period of five years with effect from 29th March 2024, and the payment of such remuneration as may be determined by the Board or any of its Committee, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

3. Re-appointment of Mr. Dinesh Dalchand Hiran (DIN: 07698773) as an Independent Director of the Company:

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 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 201, as amended from time to time, the consent of the members of the company be and is here accorded for re-appointment of **Mr. Dinesh Dalchand Hiran (DIN: 07698773)**, as an Independent Director of the company, from this Extra Ordinary General Meeting up to 04th January 2027 for a period of three years and he is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

4. Regularization of Mr. Manoharbai Bharatbai Chunara (DIN: 07280916) as an Independent Director (Non-Executive Independent) of the Company:

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Schedule IV to the said Act, Mr. Manoharbai Bharatbai Chunara (DIN: 07280916) who was appointed as an Additional Director (Non Executive Independent) of the Company 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 consecutive years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, things, matters and take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution.”

Place: Ahmedabad

Date: 29th March, 2024

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

Sd/-

Registered Office

Survey No. 021052106/3/Lawar Ni Pole, Shekh Sariya
Chambers, Madan Gopal Haveli Road
Manek, Chowk, Ahmedabad- 380001,
Gujarat IN

Ritesh Mahendrabhai Sheth

Managing Director
[DIN: 07100840]

NOTES

1.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.

2.Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

3.Members/Proxies should bring the duly filled Attendance Slip at the Extra Ordinary General Meeting. Duplicate admission slips and or copies of the report and accounts will not be provided at the EGM venue.

4.Corporate Members intending to send their authorized representative(s) pursuant to Section 113 of the Companies Act, 2013 to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. A person authorized by resolution under Section 113(1) of the Companies Act, 2013, shall be entitled to exercise the same rights and powers, including the right to vote by proxy, on behalf of the body corporate which he/she represents.

5.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 **Tuesday, 23rd April, 2024 to Monday, 29th April, 2024 (Both days inclusive)**.

6.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.

7.The Shareholders holding Shares in Physical form are advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines, no physical shares can be traded in the Stock Exchanges.

8.The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining their demat accounts and members holding shares in physical form to the Company / RTA.

9.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.

10.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, **KFin Technologies Ltd** for shares held in physical form and to their respective Depository Participants (DP) for shares held in electronic form.

11.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. The Stock Exchanges permits companies to send soft copies of the Notice 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.

12.The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 & the Register of Contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be made available for inspection by the members at the AGM venue during the continuance of the meeting.

13.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.

14.The Notice calling the EGM has been uploaded on the website of the Company i.e. www.darshanorna.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com . The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evoting.nsdl.com .

15.Procedure of Voting at the AGM:

In addition to the remote e-voting facility as described below, the company shall arrange voting facility at the venue of EGM through Ballot Paper or E-voting during EGM and the members attending the meeting, who have not already cast their votes by remote e-voting, will be able to exercise their right at the meeting. Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again. Members will need to write on the ballot paper, inter alia, relevant Folio No., DP ID & Client ID and number of shares held etc.

16.E-Voting Facility:

a)Pursuant to 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Circulars issued by the Ministry of Corporate Affairs dated 8 April 2020, 13 April 2020 and 5 May 2020 and the Secretarial Standard on General Meetings (SS-2) issued by the ICSI, as amended, the Company is pleased to provide to the members the facility of ‘remote e-voting’ (e-voting from a place other than venue of EGM) to exercise their vote at the EGM and accordingly business as mentioned in this Notice shall be transacted through e-voting. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the EGM will be provided by NSDL. The Company has appointed **CS Neelam Rathi**, Practising Company Secretary (Membership No. FCS: 10993; CP No: 12454), to act as the **Scrutinizer** for conducting the remote e- voting process as well as the e-voting system on the date of the EGM, in a fair and transparent manner.

b) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-off date i.e. Monday, 22nd April, 2024**, shall be entitled to avail the facility of remote e-voting system. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

c) Once the vote on a resolution is cast by the member, such member shall not be allowed to change it subsequently.

d) BRIEF PROFILE OF THE DIRECTOR/S SEEKING APPOINTMENT/REAPPOINTMENT AT EXTRA ORDINARY GENERAL MEETING:

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by The Institute of Company Secretaries of India in respect of Directors seeking re-appointment/appointment/confirmation at the ensuing Extra Ordinary General Meeting are as follows:

Name of the Director and DIN	Mr. Ritesh Mahendrabhai Sheth (DIN: 07100840)	Mr. Dinesh Dalchand Hiran (DIN: 07698773)	Mr. Manoharabhai Bharatbhai Chunara (DIN: 07280916)
Reason for change viz. appointment, resignation, removal, death or otherwise	The Board of Directors at its meeting held on March 29th, 2024, approved the re-appointment of Mr. Ritesh Mahendrabhai Sheth as Managing Director of the Company for a further term of 5 Years with effect from 29 th March 2024. This re-appointment is subject to approval of shareholders of the Company.	The Board of Directors at its meeting held on March 29th, 2024, approved the re-appointment of Mr. Dinesh Dalchand Hiran as an Independent Director of the Company from this Extra Ordinary General Meeting up to 04 th January 2027 for a period of three years. This re-appointment is subject to approval of shareholders of the Company.	The Board of Directors at its meeting held on March 29th, 2024, approved the Regularization of Mr. Manoharabhai Bharatbhai Chunara as an Independent Director of the Company for a period of five consecutive years. This re-appointment is subject to approval of shareholders of the Company.
Date of appointment/cessation (as applicable)	Re-appointed with effect from March 29th, 2024.	Re-appointed with effect from March 29th, 2024.	Recommendation of Regularization with effect from March 29th, 2024.
Term of Appointment	5 Years effective from March 29th, 2024 subject to the approval of shareholders of the Company	3 Years subject to the approval of shareholders of the Company.	5 Years subject to the approval of shareholders of the Company.
Brief Profile	Mr. Ritesh Mahendrabhai Sheth is an Indian Resident and he is Re-appointed as a Managing Director of the Company.	Mr. Dinesh Dalchand Hiran is an Indian Resident and he is Re-appointed as an Independent Director of the Company.	Mr. Manoharabhai Bharatbhai Chunara is an Indian Resident and he is Regularization as an Independent Director of the Company.

Disclosure of relationship between Directors	He is a Son of Mr. Mahendra Ramniklal Shah and Ms. Arunaben Mahendrakumar Shah	NA	NA
Qualification	Graduate	Graduate	Post Graduate
Date of Birth	23/11/1992	03/07/1990	26/03/1986
Number of shares held in the Company	6,47,285	-	-
No. of Board Meetings attended During the Year	9	9	4

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 26th April, 2024 at 9.00 A.M. and will end on Sunday, 28th April 2024 at 5.00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 22nd April, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 22nd April, 2024.

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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDEAS ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page.

	<p>Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for</p>

	<p>casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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.com or call at 022 - 4886 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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to 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 ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL

from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. 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.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 neelamsomani90@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@darshan@gmail.com](mailto:compliance@darshan.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@darshan@gmail.com](mailto:compliance@darshan.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE MANNER IN WHICH PERSONS WHO HAVE ACQUIRED SHARES AND BECOME MEMBERS OF THE COMPANY AFTER THE DISPATCH OF NOTICE MAY OBTAIN THE LOGIN ID AND PASSWORD: -

Any person who acquires shares and becomes shareholder of the Company after dispatch of the notice and holding shares as of the cut-off date may cast their votes by following the instructions and process of e-voting as provided above.

Place: Ahmedabad
Date: 29th March, 2024

BY ORDER OF THE BOARD OF DIRECTORS,
DARSHAN ORNA LIMITED

Sd/-

Registered Office

Survey No. 021052106/3/Lawar Ni Pole, Shekh Sariya
Chambers, Madan Gopal Haveli Road
Manek, Chowk, Ahmedabad- 380001, Gujarat IN

Ritesh Mahendrabhai Sheth
Managing Director
[DIN: 07100840]

**Explanatory Statement
Pursuant to Section 102 of the Companies Act, 2013**

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the businesses mentioned in the accompanying Notice.

Item No. 1:

The Board of Directors in the Board Meeting held on **29th March, 2024** has appointed M/s. Aniket Goyal & Associates, as the Statutory Auditors of the Company for the financial year 2023-2024 to fill the casual vacancy caused by the resignation of M/s. Bhagat & Co., till the conclusion of ensuing Annual General Meeting. M/s. Bhagat & Co., was resigned due to expiring of Peer Review Certificate issued by ICAI.

The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of M/s. Aniket Goyal & Associates, Chartered Accountants (Firm Registration Number: 022331C), for remuneration as decided by board with consultation with auditor, as the Auditors of the Company who shall hold the office till the conclusion of ensuing Annual General Meeting of the Company.

The Committee considered various parameters and found M/s. Aniket Goyal & Associates, Chartered Accountants (Firm Registration Number: 022331C) to be best suited to handle the audit of the financial statements of the Company. M/s. Aniket Goyal & Associates, Chartered Accountants (Firm Registration Number: 022331C) have given their consent to act as the Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. As required under SEBI Regulations, M/s. Aniket Goyal & Associates, Chartered Accountants (Firm Registration Number: 022331C) have confirmed that they hold valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the ordinary resolution set out in item no. 1 for your approval.

Brief profile / credentials of M/s. Aniket Goyal & Associates, Chartered Accountants (Firm Registration Number: 022331C):

M/s. Aniket Goyal & Associates, is a Chartered Accountancy Firm as per Chartered Accountants Act, 1949 of India was founded by Mr. Aniket Goyal in 2016 as a proprietary concern. It is a well renowned firm which has experience of more than 7 years. He is a Fellow Member of the Institute of Chartered Accountant of India and He is also a Registered Valuer (Securities & Financial Assets). Peer Review Certification: 014349. It provides Tax Consultancy, Financial Transaction Advisory Services, Audit and Assurance Services to its various clients.

Item No. 2:

Mr. Ritesh Mahendrabhai Sheth (DIN: 07100840) was appointed as the Managing Director of the company for a period of five years with effect from 29th March 2024, after obtaining due approval of the members of the company in their Extra Ordinary General Meeting held on 29th

April 2024.

The Board, in its meeting held on 29th March 2024, has approved the re-appointment of Mr. Ritesh Mahendrabhai Sheth as the Managing Director of the company for a further period of five years.

The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the company.

Mr. Ritesh Mahendrabhai Sheth is not disqualified from being re-appointed as a Director or Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his willingness to be re-appointed and has given his consent to act as Managing Director of the company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-I of Schedule V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Ritesh Mahendrabhai Sheth is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

It is proposed to seek Members' approval for the re-appointment of and remuneration payable to Mr. Ritesh Mahendrabhai Sheth as a Managing Director, in terms of the applicable provisions of the said Act and the Rules made thereunder.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Ritesh Mahendrabhai Sheth) is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Special resolution set out in item no. 2 for your approval.

Item No. 3:

Mr. Dinesh Dalchand Hiran (DIN: 07698773) as an "Independent Director" of the Company. A brief resume of Mr. Dinesh Dalchand Hiran also forms part of this Notice. Mr. Dinesh Dalchand Hiran satisfies the criteria for independence as specified in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee of the Board of Directors has recommended the re-appointment of Mr. Dinesh Dalchand Hiran as an "Independent Director" of the Company, since he possesses the requisite qualifications and attributes for re-appointment. The Members are, therefore, requested to grant their approval by way of a Special Resolution for the re-appointment of Mr. Dinesh Dalchand Hiran as an "Independent Director" of the Company to hold office up to January 2027 for a period of three years, not liable to retire by rotation.

None of the Directors, Key Managerial Personnel of the Company or their relatives (except Mr. Dinesh Dalchand Hiran) is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Special Resolution set forth in Item No. 3 for approval of the Members.

Item No. 4:

Mr. Manoharbhair Bharatbhair Chunara (DIN: 07280916) was appointed as an Additional Director under the category of Non-Executive Independent Director of the Company. As per the provisions of Section 161 of the Companies Act, 2013, Due notice under Section 160 of the Companies Act, 2013 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. Manoharbhair Bharatbhair Chunara, he fulfils the criteria relating to his independence as specified in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Manoharbhair Bharatbhair Chunara does not hold any equity share of the Company. The period of office of Mr. Manoharbhair Bharatbhair Chunara shall not be liable to determination by retirement of Directors by rotation. Brief profile of Mr. Manoharbhair Bharatbhair Chunara in terms of Regulation 36(3) of the Listing Regulations is forming part of this notice. Mr. Manoharbhair Bharatbhair Chunara is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

None of the Directors / Key Managerial Personnel of the Company / their relatives (except Mr. Manoharbhair Bharatbhair Chunara) is, in any way, concerned or interested, financially or otherwise, in this resolution. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board of Directors recommends the Special resolution set out in item no. 4 for your approval.

Place: Ahmedabad

Date: 29th March, 2024

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

Sd/-

Registered Office

Survey No. 021052106/3/Lawar Ni Pole, Shekh Sariya
Chambers, Madan Gopal Haveli Road
Manek, Chowk, Ahmedabad- 380001,
Gujarat

Ritesh Mahendrabhai Sheth
Managing Director
[DIN: 07100840]

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Extra Ordinary General Meeting on Monday, April 29th, 2024

Full Name of the members attending _____

(In block capitals)

Ledger Folio. No. /Client Id No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of Darshan Orna Limited held at Survey No. 02105+2106/3/Lawar Ni Pole, Shekh Sariya Chambers, Madan Gopal Haveli Road, Manek Chowk Ahmedabad-380001 on Monday, 29th, day of April 2024 at 02:30 P.M.

Member's / Proxy's Signature

Note:

- 1) Members are requested to bring their copies of the Notice of meeting to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

Form No. MGT-11

Proxy Form

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

CIN:L36910GJ2011PLC063745

Name of the Company: Darshan Orna Limited

Registered Office: Survey No. 02105+2106/3/Lawar Ni Pole, Shekh Sariya Chambers, Madan Gopal Haveli Road, Manek Chowk Ahmedabad-380001

Name of the member (s) : Registered Address: _____ _____ Email Id : _____ Folio No. / Client Id: _____ DP ID: _____
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I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

Email Id: _____

Signature _____ or failing him.

2. Name: _____

Address: _____

Email Id: _____

Signature _____ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, the 29th day of April, 2024 at 02:30 P.M. at the registered office of the Company situated at Survey No. 02105+2106/3/Lawar Ni Pole, Shekh Sariya Chambers, Madan Gopal Haveli Road, Manek Chowk Ahmedabad-380001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Voting	
		FOR	AGAINST
SPECIAL BUSINESS: ORDINARY RESOLUTION			
1.	To appoint the Statutory Auditors of the Company and to fix their remuneration to fill casual vacancy.		
SPECIAL BUSINESS: SPECIAL RESOLUTION			
2.	Re-appointment of Mr. Ritesh Mahendrabhai Sheth as the Managing Director.		
3.	Re-appointment of Mr. Dinesh Dalchand Hiran (DIN: 07698773) as an Independent Director of the Company		
4.	Regularization of Mr. Manoharabhai Bharatbhai Chunara (DIN: 07280916) as an Independent Director (Non-Executive Independent) of the Company.		

Signed this _____ day of _____ 2024.

Signature of Shareholder

Signature of Proxy Holder (s)

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

Route Map for the venue of the meeting

Survey No. 02105+2106/3/Lawar Ni Pole, Shekh Sariya Chambers, Madan Gopal Haveli Road, Manek Chowk Ahmedabad-380001

