

DARSHAN ORNA LIMITED

CIN: L36910GJ2011PLC063745

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

Email id- compliancingdarshan@gmail.com Tel. No. +91 079 22142568 Web-

www.darshanorna.com

Date: 29-04-2022

To,
The General Manager-Listing
Corporate Relations Department
BSE LIMITED
PJ Towers, 25th floor, Dalal Street,
Mumbai -400 001


Subject: Notice of Postal Ballot

Ref: Darshan Orna Limited (Script Code – 539884)

Dear Sir/ Madam,

In compliance to the Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, please find attached the Postal Ballot Notice, seeking approval of the members of the Company by way of remote e-voting process, for resolutions as set out in notice of Postal Ballot. Postal Ballot Notice is being sent only through electronic mode to the members whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email id is registered with the Company / Depositories, as on Friday, April 22nd, 2022 ("Cut-off Date").

For, DARSHAN ORNA LIMITED



MAHENDRABHAI RAMNIKLAL SHAH
DIRECTOR
(DIN: 03144827)

DARSHAN ORNA LIMITED

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POSTAL BALLOT NOTICE

(Pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of DARSHAN ORNA LIMITED ("the Company") by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for inter-alia conducting postal ballot through e-voting vide General Circulars Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively ("MCA Circulars"), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same is annexed for your consideration and approval. The Board of Directors of the Company has appointed Ms. Shikha Patel (Membership No. ACS: 43955, COP: 16201), representing M/s. Shikha Patel & Associates, Company Secretaries, Ahmedabad, Gujarat as the Scrutinizer, for conducting the postal ballot/e-voting process in a fair and transparent manner and National Securities Depository Limited (NSDL) to provide e-voting facility for the postal ballot.

Members should note that in terms of the General Circulars issued by Ministry of Corporate Affairs (MCA), no physical ballot form is being dispatched by the Company and the Members can cast their vote using remote e-voting facility only. In accordance 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e-voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means. The Scrutinizer will submit his Report, in writing, upon completion of scrutiny of E-Voting data provided by NSDL, in a fair and transparent manner. The result on the resolution proposed to be passed through Postal Ballot/E-Voting shall be announced on or before 1st June, 2022. The results along with the scrutinizer's report will be displayed on the Company's website and will be communicated to stock exchange, BSE Limited i.e. www.bseindia.com where Equity Shares of the Company are listed.

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Special Business:

ITEM NO: 1: TO APPROVE THE STOCK SPLIT/SUB DIVISION OF EQUITY SHARES OF THE COMPANY FROM THE FACE VALUE OF RS. 10/- TO FACE VALUE OF RS. 2/- PER SHARE.

To consider, and if thought fit, to give assent or dissent to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made there under (including any statutory modifications thereto or re-enactment thereof for the time being in force), and relevant provisions of the Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, circulars, notifications, etc. issued thereunder and subject to approvals, consents, permissions and sanctions, if any required from any authority, the consent of the Members be and is hereby accorded for the split/ sub-division of each of the exiting Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each into 05 (Five) Equity Shares of face value of Rs. 02/- (Rupees Two Only) each ranking pari passu in all respect thereby keeping up the paid up capital of the Company intact.

RESOLVED FURTHER THAT pursuant to split/sub-division of equity shares of the Company, face value of Rs. 10/-(Rupees Ten only) of all issued, subscribed and paid up equity shares of the Company existing on the record date, as may be fixed by the Board for this purpose shall stand split/sub-divided into equity shares of face value of Rs. 02/- (Rupees Two Only) each.

RESOLVED FURTHER THAT upon sub-division of the equity shares as mentioned above, the existing share certificate(s) in relation to the existing issued equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may, without requiring the surrender of the existing share certificate(s), directly issue and dispatch the new share certificate(s) of the Company, in lieu of such existing issued share certificate(s) and in the case of the equity shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary account(s) of the Member(s) with the Depository Participants, in lieu of the existing credits in their respective beneficiary accounts representing the equity shares of the Company before the sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

ITEM NO: 2: TO ALTER CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION ON ACCOUNT OF SPLIT/ SUB- DIVISION OF EQUITY SHARES OF THE COMPANY:

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To consider, and if thought fit, to give assent or dissent to the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory and Regulatory Authority(ies), consent of the Members of the Company be and is hereby accorded to alter the Clause V of the Memorandum of Association (“MOA”) of the Company relating to Capital by substituting the same with the following Clause V:

“The Authorized Share Capital of the Company is Rs. 10,01,00,000/- (Rupees Ten Crore One Lakh) divided into 5,00,50,000/- (Five Crore Fifty Thousand) Equity Shares of Rs. 02/ (Rupees Two) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Officer(s) of the Company as may be required to give effect to the above resolution.”

ITEM NO.-3 APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY

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 reenactments 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. Bhagat & Co, Chartered Accountants, having [FRN: 127250W] as the Statutory Auditor of the company to fill the casual vacancy that arises due to the resignation by M/s. Parth Shah & Associates, Chartered Accountants.

FURTHER RESOLVED THAT M/s. Bhagat & Co be and is hereby appointed as Statutory Auditor of the company to conduct the audit for the period ended as on 31st March 2022, 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.

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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.

Date: 06-04-2022

Place: Ahmedabad

For Darshan Orna Limited

S/d

Ritesh Sheth

Director

(DIN: 03144827)

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Notes:

1. The explanatory statement and reasons for the proposed resolutions as required under Section 102 of the Companies Act, 2013, is annexed to this notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 22nd April, 2022 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the e-voting Cut Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
4. Pursuant to Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility provided by Listed Entities, dated December 9, 2020, SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolution electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility. The instructions for e-voting are provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
5. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the e-voting Cut-Off Date i.e. Friday, 22nd April, 2022.
6. The Notice is available on the Company's website i.e. www.darshanorna.com and the websites of the Stock Exchange viz., BSE Limited i.e. www.bseindia.com and on the website of the National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com.
7. The e-voting period commences at 9:00 A.M. (IST) on Sunday, 1st May, 2022 and ends at 5:00 P.M. (IST) on Monday, 30th May, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
8. The Company has appointed Ms. Shikha Patel (ACS: 43955) representing M/s Shikha Patel & Associates., Company Secretaries, Ahmadabad, to act as the Scrutinizer, for conducting the postal ballot process, in a fair and transparent manner.
9. The resolution, if approved, shall be deemed to have been passed on the last date of evoting i.e. Monday, 30th May, 2022.

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Instructions for E- Voting

The remote e-voting period begins on 1st May, 2022 at 09:00 A.M. and ends on 30th May, 2022 at 05:00 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. Friday, 22nd April, 2022, 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 22nd April, 2022.

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 and joining virtual meeting 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.nsd.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. 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





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	<p>IDEAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none">2. 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. 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.3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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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.

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- 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

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2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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 cs.spatelasso@gmail.com with a copy marked to evoting@nsdl.co.in. 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Savita Mote at evoting@nsdl.co.in

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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.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.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.

DARSHAN ORNA LIMITED

CIN: L36910GJ2011PLC063745

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

Email id- complianceingdarshan@gmail.com Tel. No. +91 079 22142568

Web www.darshanorna.com

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item no.1

The Equity Shares of your Company are listed and are actively traded on the BSE Limited (BSE). With a view to encourage wider participation of small investors and to enhance the liquidity of the Equity Shares at the Stock Markets, the Board of Directors at its Meeting held on 6th April, 2022 considered and approved the sub-division of 1 (one) fully paid up Equity Share of the Company having a face value of Rs. 10/-(Rupees Ten only) each into 05 (Five) fully paid up Equity Shares of face value of Rs. 2/-(Rupees Two only) each fully paid up, subject to approval of the Members and any other statutory and regulatory approvals, as may be applicable. The Record Date for the aforesaid subdivision of the Equity Shares will be fixed by the Board of Directors/any Committee constituted by the Board of Directors.

The provisions of Section 61 of the Companies Act, 2013, require the Company to seek approval of members for the purpose of split/sub-division of equity shares. Accordingly, Special Resolution as set out in item no. 1 is submitted to the members for their consideration and approval.

The details pursuant to SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is as under:

Sr no.	Particulars	Description					
		Pre			Post		
	Type of Capital	No. of Shares	Face Value	Total Capital	No. of Shares	Face Value	Total Capital
1.	Split Ratio						
2.	Rationale behind split						
3.	Pre and Post Capital Structure						
	Authorised	1,00,10,000	10	10,01,00,000	5,00,50,000	2	10,01,00,000
	Issued Subscribed & Paid Up Capital	1,00,05,867	10	10,00,58,670	5,00,29,335	2	10,00,58,670
4.	Expected Time of Completion	2-3 months after obtaining shareholders approval					
5.	Class of shares which	Equity Shares					

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	are split/sub-divided	
6.	No. of Shareholders who did not get any shares in consolidation of their pre consolidation shareholding	Since Proposal id for Split/Sub Division, every equity shareholder would get shares

The Directors recommend passing of the Special Resolutions at Item Nos. 1 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No.-2

The Company pursuant to Sections 13, 61 and 64 of the Companies Act, 2013 and rules framed thereunder, intends to alter the Capital Clause V of Memorandum of Association due to change in face value of exiting 1 equity share on Rs. 10/- (Rupees Ten Only) each into 05 equity shares on Rs. 2/- (Rupees Two Only). In view of this, the Company intends to broad base its capital for easy affordability of equity shares to investors and thereby improving its liquidity.

Pursuant to Section 13 of the Companies Act, 2013, alteration of capital clause of Memorandum of Association of the Company requires approval of shareholders by way of special resolution.

The Directors recommend passing of the Special Resolutions at Item Nos. 2 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolutions, except to the extent of equity shares held by them in the Company.

Item No. 3

(a) As M/s. Parth Shah & Associates, Chartered Accountants, has resigned on 14th April, 2022 from the post of Statutory Auditor of the company. Hence, for the audit of the accounts of the company for the FY 2021-22, the Board proposed the name of M/s. Bhagat & Co., Chartered Accountants, having FRN: 127250W to be appointed as Statutory Auditor of the company pursuant to the provisions of Section

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139 (8) of the Companies Act, 2013. As the Board of Directors of a Company cannot, except with the consent of Members in General Meeting by an ordinary resolution, appoint any person as an Auditor of the Company. The Directors, therefore, recommend the Ordinary Resolution for approval of the shareholders.

(b) None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution.

Date: 06-04-2022

Place: Ahmedabad

For Darshan Orna Limited

S/d

Ritesh Sheth

Director

(DIN: 03144827)