



SHANTIVIJAY JEWELS LTD.

Regd. Office: G-37, Gems & Jewellery Complex III, SEEPZ, Andheri (E) Mumbai - 400 096, INDIA

POSTAL BALLOT NOTICE

Notice is hereby given, to the Members of Shantivijay Jewels Limited ("**the Company**") for passing the following resolution through Postal Ballot pursuant to Section 192A of the Companies Act, 1956, all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (including any statutory modification or re-enactment thereof for time being in force) and Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as amended:

Special Business:

Voluntary Delisting of equity shares of the Company from BSE Limited

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

"RESOLVED THAT in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, as may be amended from time to time or re-enactment thereof for the time being in force ("**Delisting Regulations**") and all applicable laws, rules, regulations, notifications, clarifications and guidelines, subject to such other statutory and/or contractual approvals, permissions, consents and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by any relevant authority including, The Securities Contracts (Regulation) Act, 1956, Securities and Exchange Board of India Act, 1992, applicable provisions of the Companies Act, 1956 and the Companies Act, 2013, if any, Listing Agreement, Reserve Bank of India (RBI), BSE Limited ("**BSE**") and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), approval of the Company be and is hereby accorded to the Board, which term shall include any Committee which the Board may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board by this resolution, to seek voluntary delisting of the equity shares of the Company from BSE Limited in terms of Delisting Regulations and other applicable provisions of law.

RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorized to do all such acts, deeds, matters and things at its sole and absolute discretion it may deem necessary or desirable to give effect to the aforesaid resolution, including making applications to the Stock Exchange seeking their in-principle and final approval for the proposed voluntary delisting of the equity shares of the Company, and to execute all such deeds and documents and to settle all questions, difficulties and doubts that may arise in this regard, as it may consider necessary and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors or to any Director or Directors or any other officer(s) / authorised representative of the Company to give effect to this resolution."

For and on behalf of the Board of Directors
For **Shantivijay Jewels Limited**

sd/-

Pradeep Kumar Godha
Chairman & Managing Director

Registered Office:

G-37, Gem & Jewellery Complex III,
SEEPZ, Andheri (East),
Mumbai 400 096

Date: 25th March, 2014

Place: Mumbai

Enclosures:

1. Postal Ballot Form.
2. Self addressed postage pre-paid envelope.

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of Companies Act, 2013 and 192A (2) of the Companies Act, 1956 setting out material facts is annexed hereto.
2. The Board of Directors of the Company has appointed Mr. Sunil M. Dedhia, Practicing Company Secretary as Scrutinizer to conduct the voting through Postal Ballot, in a fair and transparent manner and to receive and scrutinize the completed ballot forms from the Members. Mr. Pradeep Kumar Godha, Chairman & Managing Director and also Compliance Officer and Mr. Anurag Godha, Vice Chairman & Managing Director of the Company("Managing Director(s)"), are authorized to ensure smooth conduct of the Postal Ballot Process.
3. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached self-addressed postage pre-paid envelope, so as to reach the scrutinizer on or before 5.30 p.m., 2nd May, 2014, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to either of the Managing Directors after completion of scrutiny.
4. The postal Ballot Form and the self-addressed business reply envelop are enclosed for use of Members. The attached self addressed envelope is only for the limited purpose of this Postal Ballot process and the same should not be used by the Members for sending any other correspondence to the Company.
5. Votes will be considered invalid on the following grounds;
 - a. if the Member's signature does not tally;
 - b. if the Member has marked both in favour and against;
 - c. if the ballot paper received is torn or defaced or mutilated to an extent that it is difficult for scrutinizer to identify either the member or the number of votes or as to whether the votes' are in favour or against or if the signature couldn't be checked or on one or more of the above grounds;
 - d. on such grounds which in the opinion of the Scrutinizer makes the vote invalid
6. In case the form is signed by the Power of Attorney holder for and on behalf of the Members, it must be accompanied by a certified true copy of the Power of Attorney. In case of shares held by companies, trust, societies etc. the duly completed Postal Ballot Forms should be accompanied by a certified true copy of the Board Resolution/Authority.
7. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the Form is permitted.
8. This notice is being sent to all the Shareholders whose name appears in the Register of Members of the Company as on 28th March, 2014. **Shareholders may please note that the voting on the resolutions as contained in this notice will be made through postal ballot only and the Company has not appointed any agency for electronic voting in this regard.**
9. The results of the Postal Ballot will be announced by either of the Managing Director(s) of the Company at 3.00 p.m. on 3rd May, 2014, at the Registered Office of the Company at G-37, Gems & Jewellery Complex III, SEEPZ, Andheri (E) Mumbai - 400 096, India and will also be informed to BSE Limited, and published in newspapers.

