



VAIBHAV GEMS LIMITED

Ref – VGL/CS/2012/213

Date – 26th October, 2012

The Manager
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, PJ Tower
Dalal Street, Fort
Mumbai – 400 001

The Manager
National Stock Exchange Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra- Kurla Complex
Bandra (E), Mumbai-400 051

Sub: Notice of Postal Ballot

Dear Sir/Madam,

Please find enclosed herewith notice of Postal Ballot along with draft resolution to be passed through Postal Ballot as sent to members of the Company.

The result of the Postal Ballot will be announced on Monday, 26th November, 2012 at 12.00 p.m. at the Registered Office of the Company.

This is for information and record.

Thanking You,

Yours truly,

For Vaibhav Gems Limited



Company Secretary



VAIBHAV GEMS LIMITED

Regd. Office : K-6B, Fateh Tiba, Adarsh Nagar, Jaipur - 302004

POSTAL BALLOT NOTICE (PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956)

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 192A of the Companies Act, 1956 (hereinafter referred to as "the Act") read with the Companies (Passing of the Resolution by Postal Ballot) Rules 2011, the following Resolutions are proposed to be passed by Postal Ballot :

- 1) Resolution for change of name of the Company from "Vaibhav Gems Limited" to "Vaibhav Global Limited".
- 2) Resolution for the commencement of new business as mentioned under other object clause of the Memorandum of Association of the Company.
- 3) Resolution for alteration in the Object Clause of the Memorandum of Association of the Company.

An Explanatory Statement in terms of Section 173(2) of the Act setting out all the material facts and reasons for the Resolutions are appended herewith along with a Postal Ballot Form for your consideration.

The Board has appointed Mr. Shailendra Kumar Gupta, Company Secretary in whole time practice as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the form duly completed, in the attached self-addressed postage prepaid envelop so as to reach the Scrutinizer on or before 6:00 p.m. on Saturday, 24th November, 2012. The Scrutinizer will submit his report to the Company after completion of scrutiny. The result of the postal ballot will be announced on Monday, 26th November, 2012 at 12.00 p.m. at the Registered Office of the Company.

Place : Jaipur

Date : October 12, 2012

By Order of the Board of Directors
For Vaibhav Gems Limited

Sd/-
Rahimullah
Managing Director



Special Business:

Item No. 1 : Change of name of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 21 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactments thereof for the time being in force) and any other Regulations, if any, and subject to the such approvals, consents, permissions, as may be required, consent of the members of the Company be and is hereby accorded to change the name of the Company from "Vaibhav Gems Limited" to "Vaibhav Global Limited".

"RESOLVED FURTHER THAT pursuant to the provisions of Section 16, 31 and other applicable provisions of the Companies Act, 1956, the name "Vaibhav Gems Limited" wherever appears in the Memorandum and Articles of Association of the Company be substituted with the new name **"Vaibhav Global Limited"**.

"RESOLVED FURTHER THAT Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to aforesaid resolution".

Item No. 2 : Commencement of new business as mentioned under other Object Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of 149(2A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactments thereof for the time being in force) consent of the members of the Company be and is hereby accorded to commence all or any of the business as specified in the following sub-clauses nos. 63, 85 and 86 of Clause III(C) of the Memorandum of Association of the Company."

63. To Carry on the business as goldsmiths, silversmiths, gem merchants, watch and clock repairers, electroplaters, dressing bag makers, importers and exporters of bullion and buy, sell and deal (wholesale and retail) in bullion, jewellery, watches, clocks, gold, silver plates, cups shields, electroplate, cutlery, dressing bags, articles of virtue and objects of art.

85. To Carry on the business of manufacturers of and dealers in all kinds of leather goods, asbestos and canvas flouring and paving materials and other compositions, water proof articles, oil cloth, linoleum, tarpaulin and also the business of tanners and dealers in hides and skins.

86. To import, export, buy, sell or otherwise deal in all types of articles, goods and merchandise including Jewellery and semi-precious stones of all varieties, articles of handicrafts and arts, antiques, and curios, garments and readymade clothes, wool and other fabrics, carpets, durries, rugs, paintings, brasswares, electroplated nickel, silver wares, ivory wares, sandal wood wares, marble wares, stone wares, costume Jewellery, leather wares, table wares, wood wares, lacquer wares, white metal wares and all types of handicrafts, chemicals, minerals, animals, metal and their products of agriculture, dairy, wood, cotton, woolen and silk.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary and settle any question /matter arising with respect to the above matter and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its Shareholders."

Item No. 3 : Alteration in Object Clause of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956 (including any statutory modification or re-enactments thereof for the time being in force) and subject to such necessary approvals as may be required in this regard, the main Object Clause no. III(A) of the Memorandum of Association of the Company be and is hereby altered by shifting the sub - clauses nos. 63, 85 and 86 of Other Object Clause III(C) under Main Object Clause no. III(A) of the Memorandum of Association of the Company as sub-clauses nos. 2, 3 and 4 after existing sub-clause no. 1 and by inserting the following new sub-clause no. 5 after the sub-clause no. 4".



"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary and settle any question /matter arising with respect to the above matter and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interest of the Company and its Shareholders."

Clause III(A)

2. To Carry on the business as goldsmiths, silversmiths, gem merchants, watch and clock repairers, electroplaters, dressing bag makers, importers and exporters of bullion and buy, sell and deal (wholesale and retail) in bullion, jewellery, watches, clocks, gold, silver plates, cups shields, electroplate, cutlery, dressing bags, articles of virtue and objects of art.
3. To Carry on the business of manufacturers of and dealers in all kinds of leather goods, asbestos and canvas flouring and paving materials and other compositions, water proof articles, oil cloth, linoleum, tarpaulin and also the business of tanners and dealers in hides and skins.
4. To import, export, buy, sell or otherwise deal in all types of articles, goods and merchandise including Jewellery and semi-precious stones of all varieties, articles of handicrafts and arts, antiques, and curios, garments and readymade clothes, wool and other fabrics, carpets, durries, rugs, paintings, brasswares, electroplated nickel, silver wares, ivory wares, sandal wood wares, marble wares, stone wares, costume Jewellery, leather wares, table wares, wood wares, lacquer wares, white metal wares and all types of handicrafts, chemicals, minerals, animals, metal and their products of agriculture, dairy, wood, cotton, woolen and silk.
5. To Carry on the business of manufacturer, seller, purchaser, processor, designer, exporter, importer and dealers in all kinds of jute products, jute decorative items, potly bags, wall paintings (gems stones) and gems stones made home decor items.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

Item No. 1 :

Your Company is one of the largest exporter of coloured gemstones and gold, silver jewellery studded with colour stones and diamonds. The Company has a 100% Export Oriented Unit at Export Promotion Industrial Park, Sitapura, Jaipur. The Company had ventured into electronic retail in UK and US Market by starting a live TV Shopping Channel and ecommerce operation - The Jewellery Channel Ltd., in London and The Jewellery Channel INC, doing business as Liquidation Channel, in Austin (USA). The Company also look forward to explore new markets across the globe. Since, the operations of the Company are global and the Company doesn't sell any of its products in India, therefore, the word "Global" is proposed to be replaced in place of "Gems" in the name of the Company and accordingly, subject to necessary approvals, the new name of the Company will be "Vaibhav Global Limited."

The Registrar of Companies, Rajasthan has, vide letter dated 10th October, 2012 confirmed that the new name is available for registration.

The provisions of the Companies Act, 1956 require the Company to seek approval of the members for change of name of the Company and consequential alteration in the Memorandum and Articles of Association of the Company. Accordingly, approval of Members is sought by voting through Postal Ballot for change in the name of the Company from "Vaibhav Gems Limited" to "Vaibhav Global Limited" in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

The Board of Directors of the Company recommends the resolution for the approval of members as a Special Resolution.

None of the Directors of the Company is concerned or interested in the said resolution.

Item No. 2 & 3 :

Your Company at presently deals in coloured gemstones and gold, silver jewellery studded with colour stones and diamonds. Our main TV customer has targeted 30% revenue from Life Style Products. It is a good opportunity for the Company to increase the presence and revenue by offering such products. The Company is optimistic of business potential in lifestyle products. The items proposed to be added in the main Object Clause will be the main driving force for increase the revenue.



The sub-clauses nos. 63, 85 and 86 of Other Object Clause of the Memorandum of Association of the Company authorizes to commence the business activities stipulated in the above said clauses subject to the approval of the Members under Section 149(2A) of the Companies Act, 1956. Hence, the approval of the Members is sought for the commencement of proposed business activities as mentioned under aforesaid sub clauses of Clause III(C) of the Memorandum of Association of the Company.

The main Object Clause of the Memorandum of Association of the Company is proposed to be altered by shifting the sub-clause nos. 63, 85 and 86 of Other Object Clause and by inserting a new clause after the existing clause 1 under the main object clause no. III(A) of the Memorandum of Association of the Company.

Section 17 of the Companies Act, 1956 stipulates that the Object Clause of the Memorandum of Association can be altered by a Special Resolution passed by the Shareholders of the Company. Further, as per the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, alteration in the Object Clause of the Memorandum of Association can be done by means of Postal Ballot. Accordingly, the approval of members is sought for alteration in the Object Clause of the Memorandum of Association of the Company.

The Board of Directors of the Company recommends the resolutions as set out in the Item nos. 2 and 3 of notice for approval of members as a Special Resolution.

None of the Directors of the Company is, in any way concerned or interested in the said Resolution.

Place : Jaipur
Date : October 12, 2012

By Order of the Board of Directors
For Vaibhav Gems Limited

Sd/-
Rahimullah
Managing Director

