



BEYOND EXCELLENCE
MANUFACTURING JEWELLERS
& EXPORTERS

SHANTIVIJAY JEWELS LTD.

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Proceedings of 38th Annual General Meeting of the Company duly held at G-37, Gem & Jewellery Building III, SEEPZ, Andheri (East), Mumbai 400 096 on Thursday, 25th August, 2011 at 10.00 A.M.

Shri Pradeep Kumar Godha, Chairman presided at the meeting.

1. ADOPTION OF ANNUAL ACCOUNTS, DIRECTORS' AND AUDITORS' REPORT:

Auditor's Report on the accounts and Compliance Certificate u/s 383A of the Companies Act, 1956 for the year ended 31st March, 2011 were read at the meeting. With the consent of the members present the Directors' Report and the Audited Accounts were taken as read. The Chairman briefed the meeting on the Company operations. The Chairman invited queries on the accounts. No queries were raised by the members present. Thereafter, the audited accounts for the financial year ended 31st March, 2011 together with Directors' and Auditor's Reports thereon were received, considered and adopted by passing the following resolution to that effect unanimously.

"RESOLVED THAT the Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon and the Compliance Certificate for the said year circulated to the members and now laid before this meeting, be and are hereby received, considered and adopted."

2. REAPPOINTMENT OF SHRI. JAYANT B. SHAH :

Shri. Jayant B. Shah, Director retired by rotation and was reappointed as a Director of the Company by passing the following resolution to that effect unanimously.

"RESOLVED THAT Shri. Jayant B. Shah, who retires by rotation be and is hereby reappointed as Director of the Company."

3. REAPPOINTMENT OF SHRI. APURVA SHAH:

Shri. Apurva R. Shah, Director retired by rotation and was reappointed as a Director of the Company by passing the following resolution to that effect unanimously.

"RESOLVED THAT Shri. Apurva R. Shah, who retires by rotation be and is hereby reappointed as Director of the Company.

4. REAPPOINTMENT OF AUDITORS:

B.F. Chordia & Co., Chartered Accountants, Mumbai, were reappointed as Auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next Annual General Meeting of the Company by passing the following resolution to that effect unanimously:

"RESOLVED THAT Messrs. B.F. Chordia & Co., Chartered Accountants, Mumbai, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company plus the reimbursement of out of pocket expenses, if any incurred by them for the purpose of audit."

5. REAPPOINTMENT OF SHRI PRADEEP GODHA AS MANAGING DIRECTOR:

With the permission of the members present, Shri. Vinod Godha took the Chair at the meeting as Shri Pradeep Godha was interested in this agenda item. Reappointment of Shri Pradeep Godha as the Chairman & Managing Director w.e.f. 01.09.2011 was approved by passing the following resolution to that effect unanimously as special resolution.

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force and hereinafter referred to as "the Act") and subject to all such sanctions as may be necessary, the Company hereby approves the reappointment of Shri. Pradeep Godha, Chairman as the Chairman & Managing Director of the Company for a period of three years with effect from 1st September, 2011 on the terms and conditions including remuneration as set out in the draft agreement proposed to be entered into by the Company with him and submitted to this meeting duly initialled by the Chairman for the purpose of identification which agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter or vary the terms and conditions of the said appointment and/or agreement as the Board of Directors in its discretion deem fit and as acceptable to Shri. Pradeep Godha.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. REAPPOINTMENT OF SHRI. ANURAG GODHA AS VICE CHAIRMAN & MANAGING DIRECTOR:

Shri. Vinod Godha_ continued on the Chair at the meeting as Shri Pradeep Godha, Chairman was interested in this agenda item. Reappointment of Shri Anurag Godha as the Vice Chairman & Managing Director w.e.f. 01.09.2011 was approved by passing the following resolution to that effect unanimously as special resolution :

"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force and hereinafter referred to as "the Act") and subject to all such sanctions as may be necessary, the Company hereby approves the reappointment of Shri. Anurag Godha, Vice Chairman as the Vice Chairman & Managing Director of the Company for a period of three years with effect from 1st September, 2011 on the terms and conditions including remuneration as set out in the draft agreement proposed to be entered into by the Company with him and submitted to this meeting duly initialled by the Chairman for the purpose of identification which agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter or vary the terms and conditions of the said appointment and/or agreement as the Board of Directors in its discretion deem fit and as acceptable to Shri. Anurag Godha.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. APPROVAL FOR ISSUE OF FURTHER SHARES/SECURITIES

Mr. Pradeep Godha then resumed the Chair. The Chairman briefly explained the need for passing the enabling resolution again and then the following special resolution proposed for obtaining approval/consent of the Company to issue further shares not exceeding 29.98 lakhs equity shares of Rs.10/- each u/s 81(1A) of the Companies Act, 1956 was passed unanimously as special resolution by the meeting as under :

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof for the time being in force) as also provisions of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "ICDR Regulations") and any other applicable law or laws, rules, regulations, guidelines, schemes and clarifications



(including any amendments thereto or re-enactment thereof for the time being in force) and enabling provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreement entered into by the Company with the Stock Exchange where the equity shares of the Company are listed and subject to such approvals, permissions, consents and sanctions as may be necessary of Government of India("GOI"), Reserve Bank of India("RBI"), Securities and Exchange Board of India("SEBI"), Registrar of Companies ("ROC") and all other appropriate authorities, within or outside India, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board") which the Board be and is hereby authorized to accept, if it thinks fit in the interest of the Company, the consent and approval of the Company be and is hereby accorded to the Board to issue, in the course of domestic/follow on/international offerings or qualified institutional placement to Domestic/Foreign Investors/Institutional Investors/Foreign Institutional Investors, Qualified Institutional Buyers within the meaning of ICDR Regulations, Members, Employees, Non-Resident Indians, Companies or Bodies Corporate whether incorporated in India or abroad, Trusts, Mutual Funds, Banks/ Financial Institutions, Insurance Companies, Pension Funds, Individuals or otherwise, whether members of the Company or not, through a public issue, a qualified institutional placement (QIP) within in the meaning of ICDR Regulations, preferential issue and/or any other kind of public issue or private placement, with or without over allotment / green shoe option, in one or more tranche(s), equity shares or any securities other than warrants which are convertible into or exchangeable with equity shares including Global Depository Receipts/Shares ("GDRs") and/or American Depository Receipts/ Shares ("ADRs") and/or Foreign Currency Convertible Bonds ("FCCBs") and/or Convertible Bonds/Debentures and/or Euro-Convertible Bonds and/or Preference Shares whether Cumulative/Redeemable/Partly Convertible/Convertible and/or Securities Partly or Fully Convertible into Equity Shares and/or Securities linked to Equity Shares and/or any instruments or Securities or such other types of Securities representing either Equity Shares or Convertible Securities, (hereinafter collectively referred to as "Securities") whether rupee denominated or denominated in foreign currency, listed on any stock exchange inside India or any stock Exchange outside India, through an offer document and/or prospectus and/or offer letter and/or offering circular or through any other mode, on such terms and conditions including pricing, the form and the investor(s) to whom such Securities may be issued and all matters connected therewith as the Board may in its sole and absolute discretion deem fit or decide."

RESOLVED FURTHER THAT the total amount raised through the aforesaid issue or offer of Securities should not, together with the over-allotment option, if any, result in issue of further shares exceeding 29.98 lakhs equity shares of Rs.10/- each.

RESOLVED FURTHER THAT in case of qualified institutional placement of Securities within the meaning of ICDR Regulations, the total amount raised in such manner should not, together with the over-allotment option exceed five times the net worth of the Company as per audited balance sheet of the previous financial year.

RESOLVED FURTHER THAT the Securities issued may be redeemed and/or converted and/or exchanged, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in terms of their issue.

RESOLVED FURTHER THAT the pricing of the Securities and the pricing of any equity shares issued upon conversion of the Securities shall be in accordance with all applicable laws, regulations and Guidelines, issued by the SEBI.

RESOLVED FURTHER THAT if the allotment of Securities shall be to QIBs in accordance with the Qualified Institutional Placement in accordance with the ICDR Regulations, such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of this resolution.



RESOLVED FURTHER THAT the relevant date for the determination of the pricing of the equity shares/securities convertible into equity shares, that may be issued upon conversion or exchange of the Securities under the applicable SEBI Rules, Regulations and Guidelines is 26th July, 2011 i.e. the 30th day prior to the date of this Annual General Meeting.

RESOLVED FURTHER THAT:

- (i) the equity shares to be issued and allotted shall be subject to the provisions of the memorandum and Articles of Association of the Company; and
- (ii) the underlying equity shares unless otherwise stated, shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Merchant bankers, Advisors, Underwriters and/or other persons appointed for this purpose, be and is hereby authorized to determine the form, terms and timing of the offering(s) including the investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, number of equity shares or other securities, the price, premium or discount on issue/conversion of securities, rate of interest, period of conversion or variation of the price or period of conversion or listings on one or more Stock Exchanges in India and/or outside India and related or incidental matters, as the Board in its sole and absolute discretion deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad and to do all acts, deeds, matters and things and to settle any question, difficulty or doubt that may arise in regard to any such issue, offer or allotment of Securities, utilization of the issue proceeds and in complying with any Regulations, as it may in its sole and absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner as it may deem fit and as permissible by law.

RESOLVED FURTHER THAT the Securities, if any, issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint Lead Managers, Book-runners, Underwriters, Listing Agents, Trustees, Bankers, Guarantors, Custodians Depositories, Registrars, Legal Counsels, Advisors, and all such other Agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents etc., as may be necessary, with such agencies and also to file any registration statement and any other document and any amendment thereto with any relevant authority for Securities listing and trading, to seek the listing of such Securities on one or more National or International Stock Exchange(s).

RESOLVED FURTHER THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and other applicable provisions of the Companies Act, 1956 and subject to all necessary approvals to the Board to secure, if necessary, all or any of the abovementioned securities to be issued, by the creation of mortgage and/or charge on all or any of the Company's immovable and/or moveable assets, both present and future, in such form and manner and on such terms as may be deemed fit and appropriate by the Board.

RESOLVED FURTHER THAT the issue to the holders of the Securities of the equity shares underlying the Securities shall be, inter alia, subject to the following terms and conditions:



