

**POSTAL BALLOT NOTICE**

**Pursuant to Section 110 of the Companies Act, 2013 read with the Companies  
(Management & Administration) Rules, 2014**

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read together with the Companies (Management and Administration) Rules, 2014 ("the Rules") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions including Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Resolutions appended below are proposed to be passed as Special Resolution by way of Postal Ballot /electronic voting (e-voting). Members desiring to opt for e-voting as per facilities arranged by ATLAS Jewellery India Limited ("the Company") are requested to read the instructions in the Notes under the section "Voting through electronic means".

The Board of Directors has appointed Mr. Parveen Rastogi, proprietor of M/s. Parveen Rastogi & Co., Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Post Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon, The duly completed Post Ballot Form(s) should reach the Scrutinizer not later than 5.00 P.M. IST on Thursday, June 16, 2016 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. Members of the Company can opt for only one of the two modes of voting i.e. either through Postal Ballot Form or e-voting.

The Scrutinizer will submit his report to the Managing Director or any other Director of the Company after the completion of the scrutiny of the Postal Ballot (including e-voting). The results of Postal Ballot would be declared on Monday, 20<sup>th</sup> June, 2016 on or before 5:00 P.M. IST and will be displayed at the Registered Office of the Company. The said results would be communicated to the Stock Exchanges where the Company's equity shares are listed and will also be uploaded on the Company's website at [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com) and the website of Central Depository Services Limited (CDSL) at [www.cdslindia.com](http://www.cdslindia.com).

**Businesses requiring consent of shareholders through Postal Ballot:**

**ITEM NO. 1- To approve alteration of the Objects Clause of the Memorandum of Association of the Company and in this regard, to consider and, if thought fit, to pass the following Resolution as Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana ("ROC") and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by adding under Part-(A) the following new sub-clauses as (3), (4), (5), (6) & (7) after the existing sub-clause (2) in Part-(A) of Clause III:

- (3) To carry on the business of designing, engineering, manufacturing, producing, assembling, altering, repairing, buying, selling, trading, acquiring, representing manufacturers, storing, packing, transporting, forwarding, distributing, importing, exporting and disposing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi-precious stones of all kinds and other complimentary consumer items and accessories including like watches, sunglasses etc.
- (4) To carry on the business and activities of manufacturing, cleaving, sawing, cutting, polishing, processing, assorting and of buying, selling, importing, exporting, supplying, distributing, disposing and dealing as whole-sellers for self and as agents and retailers in cut and uncut diamonds, industrial diamonds, Board cut and uncut precious and semi-precious stones and pearls and to act as recognised export house and Trading house.
- (5) To establish factories to manufacture cut, cleave, polish set or otherwise prepare for the market of such rough diamonds, industrial diamonds precious and to act as agent, broker, traders, liasioner, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockists, distributor, wholesaler, retailer for all kind of diamonds, precious and semi precious stones and metals, bullion gold, silver, platinum, pearls, ornaments, jewellery, silver utensils.
- (6) To carry on the business of on line shopping, e-retail trading, net marketing, multi level marketing of all types of ornaments, jewels, diamonds, gold, silver, platinum, metal alloys, pearls, precious and semi-precious stones of all kinds and other complimentary consumer items like watches, sunglasses etc. and other consumer goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India but does not include banking and money circulating business.
- (7) The Company may engage in any lawful activity as may be permitted by the Law of the land for the time being in force.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby jointly or severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**ITEM NO. 2 - To Adopt new set of Memorandum of Association of the Company and in this regard, to consider and, if thought fit, to pass the following Resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 4 and 13 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014(including any statutory modification or re-enactment thereof, for the time being in force), the new set of Memorandum of Association of the Company; which is available for public inspection at the Registered Office of the Company and on the Company’s website; as referred to in the Explanatory Statement annexed hereto be and is hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby jointly or severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**ITEM NO. 3 - To Adopt new set of Articles of Association of the Company and in this regard, to consider and, if thought fit, to pass the following Resolution as Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the new set of Articles of Association of the Company; which is available for public inspection at the Registered Office of the Company and on the Company’s website; as referred to in the Explanatory Statement annexed hereto be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary, be and are hereby jointly or severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**For and on behalf of the Board of Directors  
For ATLAS Jewellery India Limited**

**Date: 23<sup>rd</sup> April, 2016  
Place: New Delhi**

**Sd/-  
(Chandan Mahapatra)  
Company Secretary & CFO**

**NOTES:**

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 read with Rules made thereunder in respect of the aforesaid items set out in the Notice annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 03<sup>rd</sup> May, 2016. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail IDs registered with their Depository Participants (in case of electronic shareholding)/ the Company’s Registrar and Transfer Agent (RTA) (in case of physical shareholding). In case of Members whose e-mail ID is not registered, physical copy of Post Ballot Notice and Form is being sent by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope (BRE).
3. The Members whose name appears on the Register of Members/List of Beneficial Owners as on Tuesday, May 03, 2016 will be considered for the purpose of voting.
4. The resolution passed by the Members through Postal Ballot Notice are deemed to have been passed as if the same have been passed at a General Meeting of the Members as per the provisions of the Section 110 of the Companies Act, 2013 read with the Governing Rules.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
6. In case a Member is desirous of obtaining a duplicate copy of the Postal Ballot Form, he/she may send an e-mail to [investor@atlasjewelleryindia.com](mailto:investor@atlasjewelleryindia.com). The RTA/Company shall forward the same along with postage pre-paid self-addressed BRE to the Member.

7. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link [www.evotingindia.com](http://www.evotingindia.com) or from the 'Investor Relations' section on the Company's website [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com).
8. The Notice of Postal Ballot and the amended Memorandum and Articles of Association of the Company are also placed on the website of the Company [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com).

**9. Voting through electronic means :**

In Compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of the Companies Act, 2013 read with related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.

a. The instructions for e-voting are as under:-

The voting period begins on Wednesday, 18<sup>th</sup> May, 2016 (09:00 A.M.) and ends on Thursday 16<sup>th</sup> June, 2016 (05:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 03<sup>rd</sup> May, 2016 (the cut-off date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *(Permanent Account Number) PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. The sequence number has been provided in the postal ballot form.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field, as provided in the postal ballot form.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Account Number in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for “ATLAS Jewellery India Limited” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders & Custodians:
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) .
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**ANNEXURE TO NOTICE**

**Explanatory Statement  
(Explanatory Statement under Section 102(1) of the Companies Act, 2013)**

**Item No. 1**

**Alteration of the Objects Clause of the Memorandum of Association of the Company**

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company covers all the activities carried on by the Company. However, specific clauses, to show the domain services area of the Company in Jewellery sector and also to provide a brief detail of product and services provided / to be provided by the Company in said sector, need to be incorporated in the Memorandum of Association and therefore, it is proposed to amend the main objects clause of the Memorandum of Association by adding new clauses in after the existing clauses as mentioned in the Item No. 1 of the Notice.

It may be noted that the alterations are in the nature of additions and consolidation of the current clauses and that the scope of the existing clauses remain as before.

The Board of Directors of the Company on April 23, 2016, approved the abovementioned alteration in the Objects Clause of the Memorandum of Association of the Company.

Alteration in Memorandum of Association by alteration of Object Clause requires approval of shareholders by passing the special resolution through Postal Ballot. Therefore, Item No. 1 of this notice is circulated to the members for their approval as such.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.1 of the Notice.

The Board recommends the Special Resolution set out at item No.1 of the Notice for approval by the members.

**Item No. 2**

**Adoption of new set of Memorandum of Association of the Company.**

The existing Memorandum of Association is not in the full conformity with the Companies Act, 2013 and Rules made thereunder.

It is thus expedient to adopt new set of Memorandum of Association, in place of existing Memorandum of Association of the Company, to bring it in the line with the provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on April 23, 2016, proposed to adopt new set of Memorandum in place of existing Memorandum of Association of the Company and seek members' approval for the same.

In terms of section 4 and 13 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Memorandum of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The proposed new draft Memorandum of Association is being uploaded on the Company's website for perusal by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.2 of the Notice.

The Board recommends the Special Resolution set out at item No.2 of the Notice for approval by the members.

**Item No. 3**

**Adoption of new set of Article of Association of the Company.**

The existing Articles of Association of the Company is as per the requirement of the Companies Act 1956 and with the introduction of new Companies Act, 2013; there is a need to align all clauses of our Article of Association to line with the requirements of the new Companies Act, 2013. In order to comply with the provisions of the Companies Act, 2013 several articles of the existing Articles of Association of the Company requires alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (predominantly based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration / incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on April 23, 2016, proposed to adopt new set of Articles in place of existing Articles of Association of the Company and seek members' approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The proposed new draft Articles of Association is being uploaded on the Company's website for perusal by the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.3 of the Notice.

The Board recommends the Special Resolution set out at item No.3 of the Notice for approval by the members.

**For and on behalf of the Board of Directors  
For ATLAS Jewellery India Limited**

**Date: 23<sup>rd</sup> April, 2016  
Place: New Delhi**

**Sd/-  
(Chandan Mahapatra)  
Company Secretary & CFO**