



NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of All India Gems and Jewellery Trade Federation will be held on Monday, 22nd January, 2018 at 11.00 a.m at Mayfair Banquet, 254-C, Dr. Annie Besant Road, Opp. Sasmira Institute Worli, Mumbai-400030, to transact the following businesses as special business:

SPECIAL BUSINESS

1. To change the name of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the approval of the Central Government and pursuant to section 8, 13 and other applicable provisions, if any, of the Companies Act, 2013, the name of the Company be changed from “All India Gems and Jewellery Trade Federation” to “All India Gem and Jewellery Domestic Council”;

RESOLVED FURTHER THAT the name “All India Gems and Jewellery Trade Federation” wherever it occurs in the Memorandum and Articles of Association of the company be substituted by the name “All India Gem and Jewellery Domestic Council”;

RESOLVED FURTHER THAT Mr. Sankar Sen (DIN: 01178744), Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing.”

2. To alter the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 8, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof and subject to approvals, permissions, consents from the Appropriate Authorities, if required and necessary, approval of the members be and is hereby accorded to alter the Memorandum of Association of the Company as per the draft circulated with the notice of this meeting and pertaining to the following:

- (i) Clause III A: Alteration of the main objects of the company by replacing the existing Clause III (A) 1 with a new Para as given below:

“To promote, aid, help, assist and encourage the advancement and furtherance of domestic trade within India related to Gems & Jewellery Sector, including pearls, coloured gemstones, diamonds, synthetic stones, costume / fashion jewellery, Gold and other precious metals by providing all types of information, research, training, exhibitions, events, platform and knowledge to the manufacturers and traders in



jewellery of all of types, size and varieties, its industry trade and commerce with the aim of creating a healthy atmosphere amongst the members without any motive of making profit.”

- (ii) Clause III B: Replacement of the words “Diamond, Gem & Jewellery” appearing in Para Nos. 4 to 20 and 25 with the words “Domestic Gems & Jewellery”;
- (iii) Clause VI: Replacement of existing Clause VI with a new Clause as given below:

“No alteration shall be made to this Memorandum of Association or to the Articles of Association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government.”

RESOLVED FURTHER THAT Mr. Sankar Sen (DIN: 01178744), Director of the Company is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including signing and lodging of documents, returns, forms as may be necessary and expedient in connection with the alteration of Memorandum of Association of the Company and generally to do such other things to give effect to the foregoing resolutions.”

3. To alter the Articles of Association of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 8, 14 and other applicable provisions, if any, of the Companies Act (“the Act”) read with the rules and regulations framed there under including any amendment, re-enactment or statutory modification thereof and subject to approvals, permissions, consents from the Appropriate Authorities, if required and necessary, approval of the members be and is hereby accorded to alter the Articles of Association of the Company as per the draft circulated with the notice of this meeting and the respective alterations listed below:

AoA Para Nos.	Original AOA	Amended AOA
	The Companies Act 1956	The Companies Act 2013
	The regulations for the management of the Company and for the observance thereof by the Members and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by special	The regulations for the management of the Company and for the observance thereof by the Members and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by Special



	Resolutions, as prescribed or permitted by the Act, be such as are contained in these Articles. Where any specific provisions are not made in these Articles in respect of any matter, the relative provisions of the Act and Regulations laid out there in shall be deemed to apply to the Company.	Resolutions, as prescribed or permitted by the Act, be such as are contained in these Articles, subject to approval of Central Government. Where any specific provisions are not made in these Articles in respect of any matter, the related provisions of the Act and Regulations laid out in Table H shall be deemed to apply to the Company.
	Title – Definition of Interpretation	Title – Definition
1.1 (iii)	“Auditors” means persons appointed, as such, for the time being by the Company	“Auditors” means persons appointed as Statutory Auditor, as such, for the time being by the Company
1.1 (iv)	“Memorandum” means the Memorandum of Association of the Company	“Board” or “Board of Directors” means “Committee of Administration” or “COA”
1.1 (v)	“Committee of Administration” means the Committee of Administration of the Company, constituted, as such, under these Articles.	“Memorandum” means the Memorandum of Association of the Company
1.1 (vi)	“Chairman” means the Chairman of the Company	“Committee of Administration” means the Committee of Administration of the Company, constituted, as such, under these Articles.
1.1 (vii)	“Vice-Chairman” means the Vice-Chairman of the Company	“Chairman” means the Chairman of the Company
1.1 (viii)	“Company” means All India Gems & Jewellery Trade Federation (GJF)	“Vice-Chairman” means the Vice-Chairman of the Company
1.1 (x)	“Eligible Business” means the business directly relating to trading or dealing (whether as Manufacturer, retailer, wholesaler, bullion or otherwise) in Gems and Jewellery of precious/semi-precious metals	“Extra Ordinary General Meeting” means an extra ordinary general meeting of the members of Company; other than its annual general meeting referred to in article 17.1



	and stones, within the territory of India.	
1.1 (xi)	“General meeting” means general meeting of the members of the Company	“Eligible Business“ means a person engaged in the business directly relating to precious metal jewellery, precious and semi-precious stones, precious metal – Bullion and Refineries, imitation and fashion jewellery, allied services along with the sub categories of small, medium and large as sector specific.
1.1 (xii)	“Member” means a member of the Company	“General meeting” means general meeting of the members of the Company
1.1 (xiii)	“Office” means the registered office for the time being; of the Company	“Member” means an ordinary member of the Company
1.1 (xiv)	“Panel” means a panel of the Company constituted under these articles	“Office” means the registered office for the time being of the Company
1.1 (xv)	“Prescribed” means prescribed by the Committee, by virtue of the power conferred by these articles	“Panel” means a panel of the Company constituted under these articles
1.1 (xvi)	“Rules” means the “rules of the Company, for the time being in force, made under these articles or under any enactments for the time being in force	“Prescribed” means prescribed by the Committee, by virtue of the power conferred by these articles
1.1 (xvii)	“Small scale industry” means an industry so specified by the Central Government in its policy on the subject as announced from time to time and tiny and cottage industries so specified in such policy	“Rules” means the “rules of the Company, for the time being in force, made under these articles or under any enactments for the time being in force
1.1 (xviii)	“Secretary” means the Secretary of the Company and includes any officer of the Company performing secretarial functions	“Small Scale Industry” or “Micro, Small and Medium Enterprises (MSME)” means an industry / enterprise so classified by the Central Government, under the Micro, Small and Medium Enterprises



		Development Act, 2006, as amended from time to time
1.1 (xix)	“Zonal Committee” means a Zonal committee constituted under these articles	“Secretary” means the Secretary of the Company and includes any officer of the Company performing secretarial functions.
1.1 (xx)	“Zonal Chairman” means a Zonal chairman holding office under these articles	“Zonal Committee” means a Zonal committee constituted under these articles
1.1 (xxi)	---	“Zonal Chairman” means a Zonal chairman holding office under these articles
1.2	<p>Category of Membership and Certificate & Accompaniments</p> <p>For the purposes of determining whether an industry is a small scale industry, the SSI Registration certificate issued by the Directorate of Industries of the State Government shall be conclusive</p>	<p>Category of Membership and Certificate & Accompaniments</p> <p>For the purposes of determining whether an industry is a small scale industry or a Micro, Small or Medium, the SSI Registration certificate / MSME registration certificate issued by the appropriate authority shall be conclusive.</p>
1.3	Words defined in the Companies Act 1956	Words defined in the Companies Act 1956 and the Companies Act 2013
1.4	<p>General Clauses act to apply</p> <p>The General Clauses Act, 1897, applies for the interpretation of these articles, as it applies the interpretation of an Act of Parliament</p>	<p>General Clauses Act to apply</p> <p>The General Clauses Act, 1897 shall also apply for those terms which are not defined in the Act.</p>
2.1	<p>Categories of members of the Company</p> <p>The Company shall have the only one category of members, namely: (a) Ordinary Members</p>	<p>Categories of members of the Company</p> <p>The Company shall have only one category of member, namely, Ordinary Member.</p>
2.2	<p>Ordinary Member</p> <p>In order to be eligible for ordinary membership of the</p>	<p>Ordinary Member</p> <p>In order to be eligible to become ordinary member of the</p>



	<p>Company, a person, or the entity represented by him, must satisfy at least one of the criteria set forth herein below:</p> <p>(a) Engaged in Eligible Business relating to manufacturing, wholesaling, retailing of gems and jewellery and also in the business of precious stone, precious metals, and allied based on the set parameters as prescribed.</p> <p>(b) Engaged in Eligible Business other than (a) above, having a turnover of not less Rupees 25 lakhs during the financial year immediately preceding</p>	<p>Company, a person, or the entity represented by him, must satisfy at least one of the criteria set forth herein below:</p> <p>(a) Engaged in business directly relating to precious metal jewellery, precious and semi-precious stones, precious metal – Bullion and Refineries, imitation and fashion jewellery, allied services along with the sub categories of small, medium and large in the field of manufacturing, wholesaling, retailing as sector specific.</p> <p>(b) Engaged in Eligible Business related to Gems & Jewellery other than (a) above.</p>
2.3	<p>It is clarified that all Members of the Company as existing in the Register of Members immediately prior to coming into force of the Articles herein shall be Ordinary Members.</p>	<p>It is clarified that all Members of the Company as existing in the Register of Members immediately prior to coming into force of the Articles herein shall be included in the list of Ordinary Members.</p>
3	<p>Associates</p> <p>The following persons are eligible to be admitted as Associates of the Company:</p> <p>(a) Registered Association of persons engaged in Eligible Business, formed and registered under any law for the time being in force in India and having at least 50 members.</p>	<p>Associates</p> <p>The following persons / organisations are eligible to be admitted as Associates of the Company:</p> <p>(a) Registered Association of persons / organisation engaged in Eligible Business, formed and registered under any law for the time being in force in India and having at least 50 members.</p>



	<p>(b) Any person who is engaged in eligible business provided that all Honorary Members of the Company as existing prior to coming into force of the Articles herein shall be Associates.</p>	<p>(b) The Chairman / President of the registered association will act as the representative and associate on behalf of the association.</p> <p>(c) Any member of Associate Member can apply as Ordinary Member in compliance of requirement of Article 2.2(a) and 2.2(b)</p> <p>(d) Associates do not enjoy any rights and privileges, except as expressly provided under these articles</p>
<p>4.1</p>	<p>Right to vote, etc. confined to Ordinary Members</p> <p>Ordinary Member shall have the right to vote at, or to offer self as a candidate at elections to various positions in the Company.</p>	<p>Right to vote and contesting Election, etc. confined to Ordinary Members</p> <p>(a) The COA shall form an Election Committee, which will frame the Rules and Regulations of the Elections, along with the scope and potential of the respective panels to be set that will be eligible to contest for the elections, based on the number of members in each panel and also decide the panels with lower number of members to be amalgamated in a combined panel.</p> <p>(b) Ordinary Member as per 2.2 (a) and 2.2 (b) shall have the right to vote at, or to offer self as a candidate at elections to various positions in the Company.</p> <p>(c) Ordinary members will have the right to offer self as the</p>



		candidate for the election of the Committee of Administration of the Company based on the panels, subject to the prevalent election rules and regulations of the company.
4.2	Eligibility of Ordinary Members Ordinary member shall be eligible as a candidate for election to any position in the Company, provided however, such Ordinary member satisfies at least one of the PANEL set forth herein below;	Representation of Ordinary Members Ordinary member shall be eligible to contest as a candidate for election of COA for their respective Panel he has committed to represent) as set forth herein below. The Rules and Regulations formed by the Election Committee shall finally prevail upon manner of the number of panels participating in the Elections.
4.2 (i) (I)	PRECIOUS METAL – BULLION	PRECIOUS METAL – BULLION AND REFINERIES
4.2 (i) (m)& (n)	-	(m) IMITATION / FASHION JEWELLERY: Engaged in Eligible Business of manufacturing and or selling of Imitation / Fashion Jewellery manufactured in India, consisting of non-precious metals and stones, having minimum turnover of 5 Crores and or having minimum 30 employees. (n) ALLIED: Engaged in Jewellery Industry but does not deal in jewellery products. E.g. Laboratory, logistics, Packaging Industries involved in manufacturing jewellery making machines, trade media, educational institutions, hallmarking testing institutes, plating etc, having a minimum of 20 employees



5.1	<p>Form of Application</p> <p>(a) Application for membership of the Company as an Ordinary or Associates shall be made to the Committee in the prescribed form (or form contained in the Schedule)</p> <p>(b) Where no such form is prescribed for the time being, the application may be made by an ordinary letter</p> <p>(c) The application shall in every case, contain the following particulars:</p> <ul style="list-style-type: none"> i. Facts showing eligibility for membership ii. Whether the applicant is an individual, firm, company, co-operative society or any other type of entity ii. Category of membership applied for 	<p>Form of Application</p> <p>(a) Application for membership of the Company as an Ordinary Member or Associate shall be made to the Committee of Administrations in the prescribed form</p> <p>(b) The application shall in every case, contain the following particulars:</p> <ul style="list-style-type: none"> i. Facts showing eligibility for membership ii. Whether the applicant is an individual, firm, company, co-operative society or any other type of legal entity
5.2	<p>Accompaniments</p> <p>The application for membership shall be sent to the Secretary or any designated officer, together with;</p> <ul style="list-style-type: none"> (i) a certificate of financial soundness from the applicant's bankers and (ii) a cheque for the prescribed entrance fee and annual fee (iii) Such other documents as may be prescribed 	<p>Accompaniments</p> <p>The application for membership shall be sent to the Company Secretary or any designated officer, together with;</p> <ul style="list-style-type: none"> (i) a certificate of financial soundness from the applicant's bankers and (ii) a cheque for the prescribed entrance fee and annual fee (iii) Such other documents as may be prescribed
5.3	<p>Decisions on the Application</p> <p>(a) The Committee (COA) shall take a decision on the application for membership within three months and its decision shall be final</p>	<p>Decision on the Application</p> <p>(a) The Committee (COA) shall take a decision on the applications received for membership within three months and its decision shall be final</p>



	(b) The decision of the Committee (whether of acceptance or rejection of the application) shall be communicated by the Executive Director or any designated Officer to the applicant	(b) The decision of the Committee (whether of acceptance or rejection of the application) shall be communicated by the Authorised Officer to the applicant
5.4	<p>Term of Membership Where the application for membership is accepted by the Committee, the membership of the applicant shall commence from the beginning of the financial year during which the application is accepted</p>	<p>Term of Membership 5.4.1 Where the application for membership is accepted by the Committee, the membership of the applicant shall commence from the beginning of the financial year during which the application is accepted.</p> <p>5.4.2 Members shall be admitted as Life or on Annual basis as per the terms that may be decided by the COA.</p>
6.1	<p>Entrance and Annual Fees Members (other than nominated and co-opted members), shall pay such entrance fee and annual fee and any other fee as may be prescribed).</p>	<p>Entrance and Annual Fees Members (other than nominated and co-opted members), shall pay such entrance fee and annual fee and any other fee as may be prescribed by COA.</p>
7	<p>Resignation by Members (a) A member of the Company may resign, by giving to the concerned authority notice in writing of his intention to do so and shall thereupon cease to be a member, either immediately or from such date as may be mentioned in the notice in this regard</p> <p>(b) A member who has resigned shall nevertheless continue to be liable to the Company for</p>	<p>Resignation by Members (a) A member of the Company may offer his resignation by giving a 30 days prior notice on behalf of his member company, by giving to the concerned authority notice in writing of his intention to do so and shall thereupon cease to be a member, either immediately or from such date as may be mentioned in the notice in this regard</p>



	<p>all amounts due from him to the Company and for any other liability, which he might have incurred towards the Company</p> <p>(c) And on dissolution of the firm the membership of member will be ceased</p>	<p>(b) A member company who has resigned shall nevertheless continue to be liable to the Company for all amounts due from him to the Company and for any other liability, which he might have incurred towards the Company</p> <p>(c) And on dissolution of the firm or company or LLP the membership of member will be ceased</p>
8.1	<p>Disqualification</p> <p>(f) he ceases to be a member of the entity which he represents or such entity ceases to be a member of the Company; or</p> <p>(g) his name is removed from the register of members under article 7.2</p>	<p>Disqualification</p> <p>(f) he ceases to be a member of the entity which he represents and the member company fails to appoint the next representative within one year or such entity ceases to be a member of the Company; or</p> <p>(g) if he has become disqualified under article 8.1 his name is removed from the register of members under article 8.2.</p>
8.2	<p>Removal by the Committee</p> <p>(e) if he has become disqualified under article 8.1</p>	<p>Removal by the Committee</p> <p>(e) if he has become disqualified under article 8.1</p> <p>(f) he ceases to be a member of the entity which he represents and the member company fails to appoint the next representative within one year or such entity ceases to be a member of the Company</p>
9.1	<p>Duty of Company</p> <p>a) It shall be the responsibility of the Company to ensure that elections to various posts in the Company are held in time</p> <p>b) Elected members shall automatically retire on completion of their tenure</p>	<p>Duty of Company</p> <p>a) The Company shall conduct the Election of the Committee of Administration as per the Election Rules framed and adopted by the Committee of Administration including any</p>



		<p>amendments thereof made from time to time</p> <p>b) It shall be the responsibility of the Company to ensure that elections of COA are held on time</p> <p>c) Elected members shall automatically retire on completion of their tenure based on Companies Act, 2013 and prevalent Election Rules.</p>
10	Representation of Firm	Representation of Firm or Company or LLP
10.1	<p>Authorisation</p> <p>c) Any Company or Co-operative society or other Corporation which is a member of this Company shall, by a resolution of its Directors (or any person in the position of Directors) authorize any of its Director or any person in the position of Directors to act as its representative at any meeting of the Company or of the Committee</p> <p>f) Any authority granted under clause (a) or (c) of this article shall be effective, only on expiry of seven days from the date on which it is lodged with the Company</p>	<p>Authorisation</p> <p>d) Any Company or LLP or Co-operative society or other Corporation which is a member of this Company shall, by a resolution of its Directors (or any person in the position of Directors) or Designated Partner authorize any of its Director or any person in the position of Directors or Partner to act as its representative at any meeting of the Company or of the Committee</p> <p>f) Any authority granted under clause (a) or (c) of this article shall be effective, only on expiry of seven days from the date on which it is lodged with the Company or as per decision of the Committee</p>
11.1	<p>Ordinary Members</p> <p>Without prejudice to any other rights conferred on Ordinary Members by the Memorandum of Association of the Company, but subject to the other provisions of these articles, Ordinary Members</p>	<p>Ordinary Members</p> <p>Without prejudice to any other rights conferred on Ordinary Members by the Memorandum of Association and Articles of Association of the Company, Ordinary Members shall have the</p>



	<p>shall have the following rights and privileges, namely:</p> <p>(a) right to stand as a candidate subject to the provisions of article 3.2, and to vote at the election of the members of the Committee and the right to vote on all matters brought before a meeting of the Company, provided there are no arrears of subscription or other dues or charges payable by them to the Company on 1st April in the year of voting</p> <p>(b) right to requisition a meeting, as provided in these articles</p> <p>(c) right to receive the annual reports of the Committee, on payment of the prescribed fee</p> <p>(d) right to receive publications of the Company, on the prescribed conditions; and</p> <p>(e) right to use all such facilities as may be made available to such members by the Company from time to time, on the prescribed conditions</p>	<p>following rights and privileges, namely:</p> <p>(a) right to nominate a candidate subject to the provisions of article 4.2, and to vote at the election of the members of the Committee and the right to vote on all matters brought before a meeting of the Company, provided there are no arrears of subscription or other dues or charges payable by them to the Company on 1st April in the year of voting</p> <p>(b) right to receive the annual reports of the Committee in accordance with the provisions of the Act</p> <p>(c) right to receive publications of the Company, on the prescribed conditions; and</p> <p>(d) right to use all such facilities as may be made available to such members by the Company from time to time.</p>
11.2	<p>Associates</p> <p>(a) right to receive the annual report of the Committee, on payment of the prescribed fee</p> <p>(b) right to receive publications of the Company, on the prescribed conditions</p> <p>(c) right to use all such facilities as may be made available from time to time, on the prescribed conditions</p>	<p>Associates</p> <p>(a) right to receive the annual reports of the Committee in accordance with the provisions of the Act.</p> <p>(b) right to receive publications of the Company, on the prescribed conditions</p> <p>(c) right to use all such facilities as may be made available from time to time</p>
12.1	<p>Persons who can vote</p> <p>(c) The Chairman shall have, in addition, a casting vote</p>	<p>Persons who can vote</p> <p>(c) The Chairman shall have or exercise, in addition to his vote, a casting vote in case of equality</p>



		of votes between “For” and “Against”
13.1	Non-payment of Subscription If a member (Ordinary or Associate) fails to pay his annual subscription by the 30th April of the year for which it has become due, then;	Non-payment of Subscription If a member (Ordinary) fails to pay his annual subscription by the 30th April of the year for which it has become due, then;
15.1	Register The Company shall keep a Register of Members and enter therein the following particulars of its members, namely:	Register The Company shall keep a Register of Members in accordance with the provisions of the Act and enter therein the particulars of its members as prescribed by the Act and also include, namely:
17	Extra Ordinary General Meeting (ii) An Extraordinary General Meeting of the Members may also be called whenever the Committee of Administration thinks fit at the city of the registered office, Committee of Administration shall call such an Extraordinary General Meeting on the requisition in writing by in accordance with the provisions of the Act. The business of such Extraordinary General Meeting shall be confined to the business for which it has been convened (iv) A General Meeting of the Company may be called by giving 21 days’ notice in writing subject to and in compliance with the applicable provisions of the Act A notice may be given to any member either personally or by	Extra Ordinary General Meeting (ii) An Extraordinary General Meeting of the Members may also be called whenever the Committee of Administration thinks fit at the city of the registered office, Committee of Administration shall call such an Extraordinary General Meeting on the requisition by such number of members having not less than one-tenth of the total voting power of all the ordinary members in writing in accordance with the provisions of the Act. The business of such Extraordinary General Meeting shall be confined to the business for which it has been convened (iii) Any General Meeting of the Company may be called by giving 14 days’ notice in writing subject to and in compliance with the applicable provisions of the Act. A notice may be given to any member either personally or by sending it by post and/or



	<p>sending it by post and/or registered email id to such member's registered address or (if a member has no registered address in India) to the address, if any, within India supplied by the members for giving the notice</p>	<p>registered email id to such member's registered address or (if a member has no registered address in India) to the address, if any, within India supplied by the members for giving the notice</p>
19	<p>Quorum (b) The quorum for a general meeting shall be 50 or one tenth of the total number of Ordinary Members of the Company, whichever is less</p>	<p>Quorum (b) The quorum for a general meeting shall be 30 or one tenth of the total number of Ordinary Members of the Company, whichever is less</p>
24.1	<p>Formation of the Committee (a) The Company shall have a Committee of Administration to perform the functions assigned to it by these articles (b) The composition of the Committee shall be as provided in article 34</p>	<p>Formation of the Committee (a) The Company shall have a Committee of Administration which will act as Board of Directors as per the Act to perform the functions assigned to it by these articles (b) The composition of the Committee shall be as provided in article 33.4</p>
24.2	---	<p>Term of the Committee of Administration The term of the committee of administration shall be as per the Companies Act, 2013 and in accordance with the provisions provided in these Articles.</p>
30.1	<p>Functions of the Committee (e) To control the finances of the Company (f) To control the staff of the Company</p>	<p>Functions of the Committee (e) To manage accounts, finance and compliances of the Company (f) To manage and administer the staff of the Company</p>
32.1	<p>Conduct of Meetings of the Committee At least six meetings of the Committee shall be held every year</p>	<p>Conduct of Meetings of the Committee (d) At least one meeting within every six calendar months shall be held</p>
33.1	<p>Chairman's Term of Office The Chairman shall be elected by the Committee of Administration</p>	<p>Chairman's Term of Office The Chairman shall be elected by the General Body for the first</p>



<p>(COA) and will hold office for a period of two years and;</p> <p>(a) shall retire accordingly; and</p> <p>(b) shall not be eligible for re-appointment for the immediate next term.</p> <p>(c) In case of a tie, COA will decide on Chairman & Vice Chairman by consent</p>	<p>time after the formation of the council and will hold office for a period of two years. Post the first election, the Vice Chairman shall succeed to become the Chairman with the consent and approval of COA at the end of the two year term and the Chairman;</p> <p>(a) shall retire at the end of two year term and shall not be eligible for reappointment for the next four years upon completion of his two year term.</p> <p>(b) in case the Vice Chairman is unwilling to accept the Chairmanship or has incurred any of the disqualification as per the articles 8.1 of the company, the election of the Chairman shall be conducted by the General body of ordinary members along with the election of other COA members.</p> <p>(c) however, in case during his tenure, Chairman incurs any disqualification or happening of an event which prevents him to continue as Chairman, the respective Vice Chairman of that term shall act as the interim Chairman for the balance term. The criteria of one – man – one – post shall not apply in such case.</p>
--	--



		<p>(d) on completion of the balance term, the Vice Chairman shall succeed as the Chairman of the company.</p> <p>The outgoing Chairman shall continue to be the Chairman after the completion of Elections till a formal takeover / handover is made by the incoming Chairman.</p>
33.2	<p>Vice Chairman of the Committee</p> <p>(a) There shall be one Vice Chairman who shall be elected by the Committee for a term of two years</p> <p>On completion of his term of two years, Vice Chairman shall be endorsed by the Committee to succeed the Chairman unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in article regard to membership of the Company</p>	<p>Vice Chairman of the Committee</p> <p>(a) there shall be one Vice Chairman who shall be elected by the General body of ordinary members along with the election of other Committee of Administration Members.</p> <p>(b) the term of the Vice Chairman shall be for two years.</p> <p>(c) on completion of his two years term, the Vice Chairman shall be endorsed by the Committee to succeed as the Chairman unless he is unwilling to accept Chairmanship or he has incurred any of the disqualifications enumerated in article regard to membership of the Company</p> <p>(e) however, in case during his tenure, the Vice Chairman incurs any disqualification or happening of an event which prevents him to</p>



		<p>continue as Vice Chairman, the Committee of Administration will appoint a Vice Chairman out of their own consensus for the interim period and will not be eligible to succeed as Chairman in any case.</p>
<p>33.3</p>	<p>Composition of the Committee</p> <p>1) The Committee of Administration shall have the following members;</p> <p>(a) 20 elected members based on panels/zones {including the 4 Zonal Chairmen in respect of the 4 zones detailed in article 29.1(b)}.</p> <p>It is clarified that the total number of elected members on the COA from each zone shall not exceed 7.</p> <p>(b) Co-opted Members – 3 (1 member co-opted by Chairman approved by COA, Immediate Past Chairman & 1 member co-opted by COA)</p> <p>(c) Nominated Members (including Government Nominee) – Not exceeding 3 in number</p> <p>(d) Members nominated by the Committee due to vacancy arising due to non-filing or withdrawal of nomination at the time of election subject to the maximum number of members as stipulated under Article 31.1.</p>	<p>In the event, of a situation where the Vice Chairman as well as the Chairman have resigned from their respective positions;</p> <p>a. The COA, can appoint an interim Chairman and interim Vice Chairman for the balance term till the next General Elections are conducted.</p> <p>b. A mid-term Elections may be conducted for the position of Chairman and Vice Chairman</p>



	<p>(e) The Executive Director of the Company</p> <p>2) Subject to the provisions of Clause (1), the number of members of the Committee shall be laid down by rules made by the Committee.</p>	
33.4	<p>Reservation</p> <p>(a) Out of the total electable members stipulated under article 34.(1)(a), the reservation of 20 electable members (i.e. including 4 Zonal Chairman) shall be made amongst the representatives of various categories of Ordinary Members described in article 2.1 in a manner such that the elected 20 members of the Committee would represent the various categories of Ordinary Members in the manner set forth herein below:</p> <p>1. Precious Metal Jewellery</p> <p>a. Large Retailer – 3</p> <p>b. Medium Retailer – 3</p> <p>c. Small Retailer – 2</p> <p>d. Large Wholesaler – 1</p> <p>e. Small and Medium Wholesaler – 1</p> <p>f. Small and Medium Manufacturer Silver Jewellery – 1</p> <p>g. Large Manufacturer – Others 2</p> <p>h. Medium Manufacturer – Others 2</p> <p>i. Small Manufacturer – Others 1</p>	<p>Composition of the Committee</p> <p>1) The Committee of Administration shall have the following members;</p> <p>(a) Maximum number of 20 elected members based on panels / zones {including Chairman, Vice Chairman, the 4 Zonal Chairmen in respect of the 4 zones detailed in article 29.1(b)},</p> <p>It is clarified that the total number of elected members on the COA from each zone shall not exceed 7.</p> <p>(b) Co-opted Members – 3 (1 member co-opted by Chairman approved by COA, Immediate Past Chairman & 1 member co-opted by COA)</p> <p>(c) Nominated Members (including Government Nominee) – Not exceeding 3 in number</p> <p>(d) Members nominated by the Committee due to vacancy arising due to non-filing or withdrawal of nomination at the time of election subject to the maximum number of members as</p>



	<p>2. Precious & Semi – Precious Stones</p> <p>a. Large Manufacturer (diamond) – 2</p> <p>b. Small & Medium Manufacturer Colour Stones – 1</p> <p>3. Precious Metal Bullion – 1</p> <p>(b) In the event the reservation as provided under article 32.4(a) shall not be possible in the manner as to achieve the representation of the elected members for various categories of Ordinary Members in the manner set forth under the said article, the reservation, in such event, shall be made in a fair and equitable manner so as to achieve representation of the elected members for various categories of Ordinary Members, as near to and to the extent possible in the manner set forth under the said article, pursuant to such Rules as may be framed by the Committee in this behalf</p> <p>(c) Where any seat reserved under this article cannot be filled up by a candidate of that reserved category, that seat shall be deemed to be unreserved</p>	<p>stipulated under these Articles</p> <p>2) Subject to the provisions of Clause (1), the number of members of the Committee shall be laid down by rules made by the Committee.</p>
33.5	<p>Co-opted members</p> <p>(a) The Committee may co-opt such members, as it considers necessary for the efficient conduct of its business in relation to specific types of activities</p>	<p>Reservation</p> <p>(a) Out of the total electable members stipulated under article 33.4 the reservation of 20 electable members (i.e. including 4 Zonal Chairman) shall be made amongst the representatives of various</p>



	<p>of its business in relation to specific types of activities</p>	<p>categories of Ordinary Members described in article 2.1 in a manner such that the elected 20 members of the Committee would represent the various categories of Ordinary Members in the manner as mentioned below.</p> <p>(b) The number of representations per panel shall be based as per the election rules set by the Committee of Administration</p> <ol style="list-style-type: none"> 1. Precious Metal Jewellery <ol style="list-style-type: none"> a. Large Retailer b. Medium Retailer c. Small Retailer d. Large Wholesaler e. Small and Medium Wholesaler f. Small and Medium Manufacturer Silver Jewellery g. Large Manufacturer – Others h. Medium Manufacturer – Others i. Small Manufacturer – Others 2. Precious & Semi – Precious Stones <ol style="list-style-type: none"> c. Large Manufacturer (diamond) d. Small & Medium Manufacturer Colour Stones 3. Precious Metal Bullion & Refineries 4. Imitation & Fashion Jewellery 5. Allied
33.6	<p>Certain further provisions as to nominated members</p>	<p>Co-opted members</p>



	<p>(a) The term of office of members of the Committee who are nominated by the Central Government shall be co-terminus with the term of the committee,</p> <p>Provided that, if a member is nominated during the term of the Committee his term of office shall be such as the Central Government may specify:</p> <p>(b) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place</p> <p>(c) The term of the office of the member nominated by the Committee to fill in the vacancy pursuant to the Article 25.1(c), 32.3(1)(d) shall be for a period of 2 (two) years till the next election of the Committee</p>	<p>(a) The Committee may co-opt such members, as it considers necessary for the efficient conduct of its business in relation to specific types of activities of its business in relation to specific types of activities</p>
33.7	<p>Retirement of Elected Members</p> <p>(a) One third of the elected members of the Committee shall automatically retire on the completion of two years of their term, but shall be eligible for re-election</p> <p>(b) The names of members who shall retire on the expiry of the first and the second term (of</p>	<p>Certain further provisions as to nominated members</p> <p>(a) The term of office of members of the Committee who are nominated by the Central Government shall be co-terminus with the term of the committee, Provided that, if a member is nominated during the term of the Committee his term of office shall be such as the</p>



	two years each) respectively shall be determined by lot	<p>Central Government may specify:</p> <p>(b) The Central Government may, at any time, require such a nominee to relinquish his office and may appoint another person in his place</p> <p>(c) The term of the office of the member nominated by the Committee to fill in the vacancy pursuant to the Article 26.1(c) shall be for a period of 2 (two) years till the next election of the Committee</p>
33.8	<p>Elections to the Committee and Returning Officer</p> <p>(a) Elections to the Committee (in respect of seats of elected members falling vacant) shall be conducted every two years, well before the expiry of the term of the retiring members</p> <p>(b) The Committee shall appoint a returning officer for conducting elections</p>	<p>Retirement of Elected Members</p> <p>(a) One third of the elected members of the Committee shall automatically retire on the completion of two years of their term, but shall be eligible for re-election</p> <p>(b) The names of members who shall retire on the expiry of the first and the second term (of two years each) respectively shall be determined by lot</p>
33.9	<p>Rules</p> <p>Rules made by the Committee shall make provisions regarding the elections to the office of the Chairman and Vice Chairman on matters not provided for these articles.</p>	<p>Elections to the Committee and Returning Officer</p> <p>(a) Elections to the Committee (in respect of seats of elected members falling vacant) shall be conducted every two years, well before the expiry of the term of the retiring members</p>



		(b) The Committee shall appoint a returning officer for conducting elections
33.10	---	Rules Rules made by the Committee shall make provisions regarding the elections to the office of the Chairman and Vice Chairman on matters not provided in these articles.
44.4	Balance Sheet and Report 52 printed copy of the audited Income and Expenditure Account and Balance Sheet of the Company, together with report of the Auditor and of the Committee, shall, at least fourteen days previous to the annual general meeting of the Company, be sent to the registered address of every member and a copy shall also be kept at the registered office of the Company for the inspection of members during a period of at least fourteen days before the meeting.	Balance Sheet and Report A copy of the audited Income and Expenditure Account and Balance Sheet of the Company, together with report of the Auditor and of the Committee, shall, at least fourteen days previous to the annual general meeting of the Company, be sent to the registered email address of every member and to such other persons entitled to receive the same in accordance with the provisions of the Act and Rules framed thereunder and a copy shall also be kept at the registered office of the Company for the inspection of members during a period of at least fourteen days before the meeting.
45.1 (c)	Auditors Any casual vacancy in the office of the Auditor may be filled by the Committee	Auditors Any casual vacancy in the office of the Auditor may be filled in accordance with the provisions of the Act
50.1	Head Office of the Company The Head Office of the Company shall be at Mumbai	The Company shall develop a new office in Delhi, to be called as its Head Office. The affairs of the management and administration of the company may remain at its registered office situated in Mumbai.



<p>51</p>	<p>ACTION PLANS</p> <p>51.1 Duty of Company</p> <p>(1) The Company shall, from time to time, prepare a strategy on the following;</p> <p>(a) plan of action for activities for growth of Eligible Business</p> <p>(b) creating consumer awareness</p> <p>(c) up gradation of skill, imparting training on designing technical up gradation</p> <p>(d) organizing events like B2B AND B2C shows across the country</p> <p>(e) prepare and compile trade statistics</p> <p>(f) providing information to members with regard to various application rules and regulations applicable to the Eligible Business</p> <p>(g) to be a catalyst to protect and promote the growth of the Eligible Business</p>	<p>BRANCH OFFICE</p> <p>Notwithstanding any provision contained herein, the Company, shall subject to the provision of the memorandum, be at liberty to open Branch Office, whether at any place or places in India for carrying on business or activity of the Company and to appoint any officer or officers to be in-charge of a Branch Office. The Committee of Administration shall be at liberty to open bank accounts as felt necessary in the name of the Company in respect of such Branch Office/s and to operate upon the same and to sign cheques and to do all other acts necessary for the purpose of such account.</p>
<p>52</p>	<p>BRANCH OFFICE</p> <p>Notwithstanding any provision contained herein, the Company, shall subject to the provision of the memorandum, be at liberty to open Branch Office, whether at any place or places in India for carrying on business or activity of the Company and to appoint any officer or officers to be in-charge of a Branch Office. The Committee of Administration shall be at liberty to open bank accounts as felt necessary in the name of the Company in respect of such Branch Office/s and to</p>	<p>52 ACTION PLANS</p> <p>52.1 Duty of Company</p> <p>(1) The Company shall, from time to time, prepare a strategy on the following;</p> <p>(a) To build process and make provisions to make industry complaint in matters of Government regulations</p> <p>(b) plan of action for activities for growth of Eligible Business</p> <p>(c) creating consumer awareness</p>



	<p>operate upon the same and to sign cheques and to do all other acts necessary for the purpose of such account.</p>	<ul style="list-style-type: none"> (d) up gradation of skill, imparting training on designing technical up gradation (e) organizing events like B2B AND B2C shows across the country to promote handmade gold jewellery and play a larger part in nation's development. (f) prepare and compile trade statistics (g) providing information to members with regard to various application rules and regulations applicable to the Eligible Business (h) to be a catalyst to protect and promote the growth of the Eligible Business (i) develop skillset of artisans / karigars and provide technical, financial and assistance to the goldsmiths. (j) to provide platform to enhance designing skills (k) to conduct activities and promotions to encourage sales to foreign tourists (l) to set code of conduct to be adhered by the members and associates (m) To preserve and archive the history, process and speciality of Gems & Jewellery Industry in a constructive manner.
54	<p>Code of Conduct & Communication Protocol The adherence of the same shall be monitored by the Executive Director and/or Secretary General and based on the recommendation the Executive</p>	<p>Code of Conduct & Communication Protocol The adherence of the same shall be monitored by the Executive Director and/or Secretary General and based on the recommendation the Executive Committee it shall undertake</p>



	Committee it shall undertake appropriate actions	appropriate actions on those members who shall be contravening the code of conduct constantly.
55	<p>JURISDICTION The legal jurisdiction for all matters between the Members and the Company shall be restricted to the Courts of the City where the registered office of the Company is situated</p>	<p>Powers of the Central Government</p> <p>55.1 Powers to give directions</p> <p>1) The Central Government shall have power to give directions to the Company as to the performance of the functions, where the Government considers such directions to be necessary: a) In the interest of national security, or b) In the interest of the national economy, or c) Otherwise in the public interest.</p> <p>2) The Central Government shall also have powers to call for such reports, returns and other information with respect to property and affairs of the Company, the conduct of its business and other matters connected with the performance of its functions, as the Central Government may consider necessary.</p> <p>3) The company shall be bound to comply with all directions issued by the Central Government under sub – article (1) or (2) of this article</p>
56	---	<p>JURISDICTION The legal jurisdiction for all matters between the Members and the Company shall be restricted to the Courts of the</p>



	City where the registered office of the Company is situated
--	---

FURTHER RESOLVED THAT Mr. Sankar Sen (DIN: 01178744), Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to sign and submit all such documents, forms, returns, as may be necessary with the concerned Registrar of Companies in connection in connection with foregoing resolutions.”

By Order of the Board of Directors
For All India Gems and Jewellery Trade Federation

Sd/-

Place: Mumbai
Date: 28th December, 2017

Nitin Khandelwal
Chairman
DIN: 01784920

Registered Office:
P&S Corporate House,
6th Floor, Road No.1
Plot No. A-56, Near Tunga International
MIDC, Andheri (East), Mumbai 400093.
CIN: U91990MH2005NPL154999



NOTES AND GENERAL INSTRUCTIONS FOR MEMBERS:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies to be effective must be received at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts relating to the business stated under Item No. 1 to Item No. 3 is annexed hereto.
3. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a duly certified board resolution authorizing their said representative(s) to attend and vote on behalf of Corporates at the meeting.
4. Members are requested to bring their Attendance Slip while attending the Extra Ordinary General Meeting.
5. If there is no quorum at the time fixed for the meeting, the meeting shall stand adjourned for half an hour from the time appointed for the meeting. If after the expiration of half an hour, the requisite quorum is not present then the meeting shall stand adjourned to the same day after one week at the same time and place or to such other day and at such other time and place as the Committee may determine.
6. In Compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on resolutions set forth in this Notice.
7. The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able exercise their right at the meeting through ballot paper.
8. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be allowed to cast their vote again.
9. The remote e-voting period commences on 18th January, 2018 (10:00 a.m.) and ends on 21st January, 2018 (5:00 pm). During this period, members of the Company as on the cut-off date i.e. 16th January, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
10. The voting right of Members shall be one vote for each membership with the Company as on cut-off date i.e. 16th January, 2018.
11. Any person, who becomes Ordinary Member of the Company after dispatch of the Notice and having membership as of the cut-off date i.e. 16th January, 2018, may obtain the



log in ID and password by sending a request at evoting@nsdl.co.in or writing to the Company.

12. KC Suthar & Co., Practicing Company Secretary has been appointed as a Scrutinizer for conducting the e-voting process in a fair and transparent manner.
13. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “ballot paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.
14. The Scrutinizer shall after the conclusion of voting at the EGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.gjf.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

PROCEDURE FOR REMOTE E-VOTING

16. The instructions for remote e-voting are as under:

- (a) In case of Members receiving an e-mail from NSDL (for members whose email addresses are registered with the company):
 - i. Open the email and also open PDF file, namely "GJF remote e-Voting.pdf" attached to the email, using your membership number as password. The membership number shall not contain any special characters i.e. if your membership number is LM/LMJ/12345 then your password is LMLMJ12345. The said PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - ii. Open the internet browser and type the following URL <https://www.evoting.nsdl.com/> either on a computer or mobile.
 - iii. Click on Member - Login.
 - iv. Put 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
 - v. Password change menu will appear on your screen. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any other person and take utmost care to keep it confidential.



- vi. Once the Home page of e-voting opens, Click on Remote e-Voting: Active Voting Cycles.
- vii. Select 'EVEN' (E-Voting event number) of All India Gems and Jewellery Trade Federation.
- viii. Now you are ready for remote e-voting as 'Cast Vote' page opens.
- ix. Cast your vote by selecting appropriate option and click on 'Submit' and also 'Confirm' when prompted.
- x. Upon confirmation, the message 'Vote cast successfully' will be displayed.
- xi. Once you have confirmed your vote on the resolution, you cannot modify your vote.

(b) In case of Members receiving physical copy of the Notice of EGM (for members whose email addresses are not registered with the Company or requesting physical copy)

i. Initial Password is provided, as follows, attached with the Attendance Slip in the EGM Notice.

EVEN (Remote E-Voting Number)	USER ID	PASSWORD
-------------------------------	---------	----------

_____	_____	_____
-------	-------	-------

iii. Please follow all steps from Sr. No. (i) to Sr. No. (xi) mentioned above in (a), to cast vote.

17. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'remote e-voting user manual' available in downloads section of NSDL's e-voting website <https://evoting.nsdl.com>. In case of any grievances, you may contact Ms. Pallavi Mhatre, Assistant Manager of NSDL at 022-24994545 or call on Toll free number 1800-222-990; email: pallavid@nsdl.co.in or evoting@nsdl.co.in who will also address grievances connected with the voting by electronic means.

18. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

19. A person who is not a member as on the cut-off date should treat this notice for information only.

20. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to Item No. 3 of the accompanying notice and should be taken as forming part of the Notice

ITEM No.1: CHANGE OF NAME OF THE COMPANY

The company proposes to take on the role of a Domestic Council especially to focus on the main aspects of Gem and Jewellery Sector. In this regard, the company has obtained an in-principle approval from the Ministry of Commerce and Industry vide their letter issued on 18th October, 2017 for amending its Memorandum and Articles of Association to align its structure and constitution to take the aforesaid role of a Domestic Council. In this regard, the Board decided to change the name of the company, to reflect the revised objects proposed to be taken by the company for adopting role of a Domestic Council. Accordingly, the Board of Directors passed a Circular Resolution on 16th November, 2017 recommending the change of name of the company from “All India Gems and Jewellery Trade Federation” to “All India Gem and Jewellery Domestic Council” or any other name that may be approved by the concerned Registrar of Companies, subject to prior approval from the Central Government (powers delegated to the Registrar of Companies) and approval of the Members of the Company at a general meeting.

On an application made by the company a new name i.e. “**All India Gem & Jewellery Domestic Council**” has been made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs vide their letter issued on 4th December, 2017 for registration. Consequently, the Company has also obtained the necessary approval for the said change of name from the Registrar of Companies, Mumbai (RoC) vide his letter Ref. No. ROC/Appln./Sec.8/105/6/17 dated 21st December, 2017.

The name availability letter and the approval letter obtained from the RoC referred above are open for inspection by the members of the company during normal business hours at the Registered office of the Company.

The change of name is subject to approval of the members of the Company and the Registrar of Companies in terms of Section 13 of the Companies Act, 2013.

The consent of the members by way of special resolution is required for the proposed change of name. The Directors trust that this change of name will have the members support and approval. The directors therefore recommend passing of this resolution by way of a special resolution.

None of the directors or their relatives is interested or concerned, financially or otherwise, in this resolution set out at item no.1.



ITEM No.2: ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

The proposal to take on the role of a Domestic Council especially to focus on the main aspects of Gem and Jewellery Sector and consequent to the in-principle approval obtained from the Ministry of Commerce and Industry on 18th October, 2017, it was necessary for the Company to alter the Memorandum of Association (MoA) to align its structure and constitution to take the aforesaid role of a Domestic Council. Accordingly, the Board of Directors of the Company via a Circular Resolution passed on 16th November, 2017, altered the relevant Paras in the Memorandum of Association of the Company, in order to reflect the objects of the company and related aspects to take on the role of a Domestic Council, subject to prior approval from the Central Government (powers delegated to the Registrar of Companies) and approval of the Members of the Company at a general meeting.

The Company has obtained necessary approval for the said alteration in the MoA from the Registrar of Companies, Mumbai (RoC) vide his letter Ref. No. ROC/Appln./Sec.8/105/6/17 dated 21st December, 2017. The aforesaid approval letter and the draft altered MoA of the Company are open for inspection by the members of the company during normal business hours at the Registered office of the Company.

The consent of the members by way of special resolution is required for the proposed alteration of Memorandum of Association of Company. The Directors trust that this alteration will have the members support and approval. The directors therefore recommend passing of this resolution by way of a special resolution.

None of the directors or their relatives is interested or concerned, financially or otherwise, in this resolution set out at item no.2.

ITEM No.3: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY:

The proposed Alteration of Articles (AoA) of the Company is consequent to the in-principle approval obtained from the Ministry of Commerce and Industry vide their letter dated 18th October, 2017 Accordingly, the Board of Directors of the Company at their Board Meeting held on 31st October, 2017, altered the AoA of the Company, subject to prior approval from the Central Government (powers delegated to the Registrar of Companies) and approval of the Members of the Company at a general meeting.

The Company has obtained necessary approval for the said alteration in the AoA from the Registrar of Companies, Mumbai (RoC) vide his letter Ref. No. ROC/Appln./Sec.8/105/6/17



dated 21st December, 2017. The aforesaid approval letter and the draft altered AoA of the Company are open for inspection by the members of the company during normal business hours at the Registered office of the Company.

The consent of the members by way of special resolution is required for the proposed alteration of Articles of Association of the Company. The Directors trust that this alteration will have the members support and approval. The directors therefore recommend passing of this resolution by way of a special resolution.

None of the directors or their relatives is interested or concerned, financially or otherwise, in this resolution set out at item no.3.

By Order of the Board of Directors
For All India Gems and Jewellery Trade Federation

Sd/-

Nitin Khandelwal
Chairman
DIN: 01784920

Place: Mumbai
Date: 28th December, 2017

Registered Office:
P&S Corporate House,
6th Floor, Road No.1
Plot No. A-56, Near Tunga International
MIDC, Andheri (East), Mumbai 400093.
CIN: U91990MH2005NPL154999



All India Gems and Jewellery Trade Federation

Regd. Office: P&S Corporate House, Plot no. A-56,
Road no.1, 6th Floor, Near Tunga International, MIDC,
Andheri (East), Mumbai-400093.
(CIN NO: U91990MH2005NPL154999)

Attendance Slip

Membership number:

Name of Member:

Address of Member:

I/We hereby record my/our presence at the Extra Ordinary General Meeting (EGM) of the Company at Mayfair Banquet, 254-C, Dr. Annie Besant Road, Opp. Sasmira Institute Worli, Mumbai, 400030 on Monday the 22nd day of January, 2018 at 11 am.

Signature of Member Present _____



ALL INDIA GEMS AND JEWELLERS TRADE FEDERATION

CIN: U91990MH2005NPL154999

Plot No. A-56, Road No.1, 6th Floor, P & S Corporate House, Behind Tunga International, MIDC, Andheri-East, Mumbai-400093

E Mail Id: info@gjf.in Website: www.gjf.in

Tel: 91-22-67382727 Fax: 91-22-67382706

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U91990MH2005NPL154999

Name of the company: ALL INDIA GEMS AND JEWELLERS TRADE FEDERATION

Registered office: Plot No. A-56, Road No.1, 6th Floor, P & S Corporate House, Behind Tunga International, MIDC, Andheri-East, Mumbai-400093

Name of the member (s): _____

Registered Address: _____

E-Mail ID: _____

Folio No/Client ID: _____ N.A. _____

DP ID: _____ N.A. _____

I/We, being the member (s) of ~~shares of~~ the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature:....., or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature:....., or failing him



3. Name: _____

Address: _____

E-mail Id: _____

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on 22nd January, 2018 At 11:00 a.m. at Mayfair Banquet, 254-C, Dr. Annie Besant Road, Opp. Sasmira Institute Worli, Mumbai, 400030 and at any adjournment thereof in respect of resolution as given in the agenda of the notice of Extra Ordinary General Meeting of the company.

Signed this..... day of..... 2018

Affix One Rs.
Revenue Stamp

Signature of Member

Signature of Proxy holder(s)

Note: *This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.*



VENUE OF EXTRA ORDINARY GENERAL MEETING

Mayfair Banquet, 254-C, Dr. Annie Besant Road, Opp. Sasmira Institute Worli,
Mumbai, 400030

