



TRIBHOVANDS BHIMJI ZAVERI LIMITED
Registered Office: 241/43, Zaveri Bazar, Mumbai – 400 002
Corporate Office: 228, Ground Floor, Mittal Chambers, Nariman Point, Mumbai- 400 021
E Mail: investors@tbzoriginal.com Web Site: www.tbztheoriginal.com

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011)

Dear Shareholder(s),

NOTICE is hereby given, pursuant to Section 192A of the Companies Act, 1956 (“the Act”), read with the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011, as amended from time to time, for seeking the approval of the shareholder for the proposals contained in the draft resolutions appended below is proposed to be passed as a Special Resolution by way of Postal Ballot.

Your consideration and approval is sought for the Resolutions annexed herewith. The Explanatory Statement under Section 173(2) of the Companies Act, 1956, setting out material facts and reasons for the Special Resolution is also appended herewith and is being sent to you along with the Postal Ballot Form for your consideration. The Board of Directors of the Company has appointed Mr. Pramod S. Shah, Proprietor of M/s. Pramod S. Shah & Associates, Practising Company Secretaries, Mumbai, as a Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form and Notice and return the form duly completed, in the attached self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the end of business hours on Saturday, 22nd December, 2012, the last date for the receipt of completed Postal Ballot Forms. Please note that any Postal Ballot Form(s) received after the said time & date will be treated as not having been received. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer E-Voting facility also as an alternate for our Members which would enable you to cast your votes electronically, instead of Physical Postal Ballot Form. However, E-Voting is optional for the members. Please carefully read and follow the instruction on E-Voting printed in this Notice.

The Scrutinizer will submit his Report to Mr. Shrikant Zaveri, Chairman & Managing Director of the Company, upon completion of the Scrutiny of Postal Ballot Forms in a fair and transparent manner and the result of the Voting by Postal Ballot will be announced on Monday 31st December, 2012 at the Registered Office of the Company. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.tbztheoriginal.com, besides communicating to the BSE Limited and National Stock Exchange of India Limited. The result of the Postal Ballot shall also be announced through Newspaper Advertisement.

In the event of the draft Special Resolution is assented to by the requisite majority of Shareholders by means of Postal Ballot, the date of declaration of the result of the Postal Ballot shall be deemed to be the date of passing of the said Special Resolution.

Special Business:

Item No. 1

Alteration in the Objects Incidental or Ancillary to the attainment of the Main Objects of the Memorandum of Association of the Company:

To consider, and if thought fit, pass with our without modification(s) the following resolution to be passed as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as “the Act”), including any statutory modification or re-enactment thereof for the time being in force, read with Section 192A of the Act and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and subject to the necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them, the Object Clause of the Memorandum of Association of the Company be and is hereby amended in the manner set out hereunder:

Following new Sub-clauses i.e. Sub-clauses 11(A), 11(B), 11(C) and 11(D) be inserted after the existing Sub-clause 11 under Clause III (B) to the Memorandum of Association of the Company:

- 11(A) To take on loan Gold, Silver, Platinum, other precious metals from any Bank or Financial Institution or any other person/s or entities in India or outside India.
- 11(B) To enter into Foreign Exchange Services Agreement with any bank(s), financial institution(s), authorized dealers and agencies in India and abroad as per the laws applicable, and to enter into contracts and agreements for foreign currency future trading, foreign currency options, forward covers, swaps of all kinds in relation to the attainment of the main objects of the Company.
- 11(C) To buy, sell, export, import, deal in all kinds of commodities and derivatives transactions in gold, silver, platinum, other precious metals, and to deal on any commodity exchange and for this purpose take membership of any commodity exchange or with any bullion bank or any canalizing agency or similar organization whether in India or abroad. For this purpose to enter into transactions in nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity futures and options and in derivatives of such commodities, whether for the purpose of trading, investment, hedging, arbitrage, or any other purpose, whether in India or abroad in relation to the attainment of the main objects of the Company.
- 11(D) To accept deposit of platinum, gold, silver, or other precious metals from customers, public or any body corporate or any other persons subject to such approvals as may be required provided that company shall not accept any deposits for the purpose of doing the business of banking, as defined in the Banking Regulation Act, 1949.

RESOLVED FURTHER THAT Mr. Shrikant Zaveri, Chairman & Managing Director or Ms. Binaisha Zaveri and Ms. Raashi Zaveri, Whole-time Directors of the Company or Mr. Niraj Oza, Company Secretary of the Company be and are hereby severally authorized to sign and submit necessary E-Forms for submission to the Registrar of Companies as required by Companies Act, 1956 and the rules framed thereunder and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

By order of the Board
For **Tribhovandas Bhimji Zaveri Limited**

Place: Mumbai
Date: 7th November, 2012

Shrikant Zaveri
Chairman & Managing Director

Registered Office:
241/43, Zaveri Bazar,
Mumbai – 400 002

Corporate Office:
228, Ground Floor, Mittal Chambers,
Nariman Point, Mumbai – 400 021

Notes:

1. Explanatory statement setting out all the material facts pursuant to Section 173(2) and Section 192A of the Companies Act, 1956 is annexed hereto.
2. The Notice is being sent to all the Shareholders/ Members, by post (and electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose names appear on the Register of Members/ list of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, 9th November, 2012.
3. The Board of Directors of the Company has appointed Mr. Pramod S. Shah, Proprietor of M/s. Pramod S. Shah & Associates, Practising Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed Ballot Papers from the Members. After Completion of his scrutiny, the Scrutinizer will submit his report to Mr. Shrikant Zaveri, Chairman & Managing Director of the Company.
4. A Postal Ballot Form and a self-addressed Postage pre-paid envelope is enclosed herewith to enable the Members to exercise their voting rights. Members are requested to indicate their Assent / Dissent about the aforesaid business in the Postal Ballot and return the same to the Scrutinizer not later than closing of working hours on or before 22nd December, 2012. Postal Ballot Form(s) received after the said date will be strictly treated as if the reply from Member has not been received.
5. The Resolutions will be taken as passed effectively on the date of announcement of the result by Mr. Shrikant Zaveri, Chairman & Managing Director and in his absence either by Ms. Raashi Zaveri, Whole-time Director or by Mr. Niraj Oza, Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on Monday, 31st December, 2012 at 5.00 p.m. at the Registered Office of the Company situated at 241 / 43, Zaveri Bazar, Mumbai – 400 002. After declaration, the result of the Postal Ballot shall also be posted on the Company's website at www.tbztheoriginal.com besides communicating the same to the BSE Limited and National Stock Exchange Limited where the shares of the Company are listed. The resolutions, if assented to by requisite majority, shall be taken as passed on Monday, 31st December, 2012.
6. All documents referred to in the above Notice and the accompanying Explanatory Statement are open for inspection at the Corporate Office of the Company situated at 228, Ground Floor, Mittal Chambers, Nariman Point, Mumbai – 400 021, between 11.00 a.m. to 1.00 p.m. on all working days (excluding Saturdays, Sundays and Holidays) till the last date of receiving Postal Ballot Forms by scrutinizer i.e. 22nd December, 2012.
7. A member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way. No member is entitled to vote on Postal ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

INSTRUCTIONS FOR VOTING

Kindly note that each Member can opt for only one mode of voting i.e. either by Physical Ballot or E-voting. In case Member(s) do cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through a valid Physical Postal Ballot Form shall prevail and E-Voting of that member shall be treated as invalid.

PHYSICAL VOTING

8. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form (no other Form or photocopy thereof is permitted) and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. However, envelopes containing Postal Ballot, if sent by courier at the expense of the Member will also be accepted. The Postal ballot Form(s) may also be accepted personally.
9. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders. Members cannot appoint a proxy to exercise their voting power through Postal Ballot. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member(s)/ Beneficial Owner(s) on the cutoff date i.e. 9th November, 2012.
10. This form must be completed and signed by the Member. An unsigned Postal Ballot Form will be rejected. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Shareholder and in his absence, by the next named Member. In case of Shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authorization together with the specimen signature(s) of the duly authorised signatories.
11. A member may sign the Postal Ballot Form through an attorney appointed specially for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot form.
12. Duly completed Postal Ballot form should be received by the Scrutinizer not later than 5.00 p.m. on 22nd December, 2012. Postal Ballot form received after this date will be treated as if no reply has been received from the Member.
13. An unsigned, incomplete, incorrectly ticked, Defaced, torned, mutilated, over-written, wrongly signed Postal Ballot Forms shall be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final.

14. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than closing of working hours on or before 22nd December, 2012.
15. Please convey your assent/ dissent in this Postal Ballot form in the proper column. Postal Ballot Form bearing (✓) in both the column will render the form invalid. The assent or dissent received in any other form shall not be considered valid.
16. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
17. The Scrutinizer will submit his report to Mr. Shrikant Zaveri, Chairman & Managing Director of the Company after completion of the scrutiny; and the result of the Postal Ballot will be announced on 31st December, 2012 at the Registered Office of the Company at 241 / 43, Zaveri Bazar, Mumbai – 400 002. The result will also be informed to the Stock Exchanges and posted on the Company's website www.tbztheoriginal.com and published in newspapers.
18. The date of declaration of the result of the Postal Ballot will be taken as the date of passing of the Resolution.
19. The item of business covered by this Postal Ballot will not be transacted at any General Meeting.
20. The self-addressed envelope addressing the Scrutinizer appointed by the Board of Directors of the Company is attached with the Notice & Postal Ballot Form.
21. A member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way. No member is entitled to vote on Postal ballot unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

E- VOTING

22. In compliance with provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is pleased to offer E-Voting facility as an alternate, to its Members, to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-Voting is optional. The procedure and instructions for the same are as follows:

A. In case of shareholders' receiving E-Mail from NSDL:

- i. Open E-Mail and open PDF file viz: "**TBZ E-Voting.pdf**" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password for E-Voting. Please note that the password is an initial password.
- ii. Open your web browser during the voting period and log on to the e-voting website <https://www.evoting.nsdl.com/>
- iii. Click on "Shareholders" tab to cast your vote.
- iv. Enter your user ID and password as initial password noted in Step (i) above. Click LOGIN.
- v. Password Change menu appears. Change the initial password with new password of your choice. The new password has to be minimum eight digits / characters or combination thereof. Note new password. Kindly note that this password is to be used by the holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for E-Voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home-page of "E-Voting" opens. Click on "E-Voting": Active Voting Cycles.
- vii. Select "EVEN" of Tribhovandas Bhimji Zaveri Limited (i.e the Electronic Voting Event Number), from the drop down menu.
- viii. Now you are ready for "E-Voting" as "Cast Vote" page opens.
- ix. Then cast your vote by selecting appropriate options and click on "SUBMIT" and also "CONFIRM" when prompted. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- x. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at: saurabhshah361@gmail.com or investors@tbzoriginal.com with a copy marked to evoting@nsdl.co.in

B. In case of Members' receiving Postal Ballot Form by Post

- i. Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD
100026		

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast vote.
23. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com.
24. If you are holding shares and had logged on to www.evoting.nsdl.com and casted your vote earlier for EVEN of any other company, then your earlier login id and password are to be used.
25. On the voting page, you will see Resolution Description and against the same the option 'YES/NO' for voting. You need to select your option.
26. Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.

27. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
28. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link www.evoting.nsdl.com or www.tbztheoriginal.com or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, Registrar & Share Transfer Agent, 17-24, Vithal Rao Nagar, Madhapur, Hyderabad- 500081 or from Tribhovandas Bhimji Zaveri Limited, 228, Ground Floor, Mittal Chambers, Nariman Point, Mumbai – 400 021, fill in the requisite details, sign and send the same to the Scrutinizer.

GENERAL

29. Voting period commences on and from 23rd November, 2012 and ends on 22nd December, 2012.
30. Members are also requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their client ID and in case of Physical shares to the Registrar and Transfer Agent quoting their Folio number.
31. Members are also required to carefully read the instructions printed behind the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) READ WITH SECTION 192(A) OF THE COMPANIES ACT, 1956

Item No. 1

Alteration in the Objects Incidental or Ancillary to the attainment of the Main Objects of the Memorandum of Association of the Company:

The Company is presently engaged in the business of jewellery. In this business there would be opportunities of taking gold on loan. Similarly, opportunity may rise for taking on loan platinum, silver and other precious metals. The concept of taking gold and other precious metals on loan would be helpful and advantageous for the business of the Company.

Though there is an existing provision for taking of loan and providing for borrowings in the object clause in the Memorandum of Association of the Company, it is felt that by way of abundant caution that a specific clause should be added for borrowing of gold and other precious metals and to enter into other contracts pertaining to borrowing and/or purchase of gold and other precious metals, as is mentioned in the clauses proposed to be added in the Company's Memorandum of Association.

With the said view, it is proposed to insert four new sub-clauses after the existing clause No. 11 in clause III of the Company's Memorandum of Association as mentioned in the proposed resolution.

Section 17 of the Companies Act, 1956 stipulates that the object clause of the Memorandum of Association can be altered by a Special Resolution passed by the Shareholders of the Company. Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 stipulates that the consent of the shareholders of the Company for this purpose shall be obtained by means of postal ballot for the amendment to the object clause of the Memorandum of Association by inserting four (4) new Sub-clauses i.e. Sub-clauses 11A to 11D.

The Board of Directors of the Company recommends passing of the aforesaid Special Resolution as set out in Notice for approval by the shareholders.

The said objects proposed to be added are objects incidental or ancillary to the attainment of the main objects. It is felt prudent to specifically mention the same in the object clause.

None of the Directors of the Company is concerned or interested in the aforesaid Special Resolutions except to the extent of the shares held by them in the Company.

By order of the Board
For **Tribhovandas Bhimji Zaveri Limited**

Date: 7th November, 2012
Place: Mumbai

Shrikant Zaveri
Chairman & Managing Director

Registered Office:
241/43, Zaveri Bazar,
Mumbai – 400 002

Corporate Office:
228, Ground Floor, Mittal Chambers,
Nariman Point, Mumbai – 400 021