

Notice

Notice is hereby given that the Extraordinary General Meeting of Bharat Diamond Bourse will be held on Thursday, 25th April, 2019 at 3.00 p.m. at BDB Convention Hall, Bharat Diamond Bourse, Bandra Kurla Complex, Mumbai-400051 to transact the following business:

SPECIAL BUSINESS

AGENDA NO: 1

To make Contributions or Donation to Public Charitable Trusts:

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary resolution:

“RESOLVED THAT pursuant to the provisions section 181 and all other applicable provisions, if any, of the Companies Act, 2013 read with any rules made thereunder, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the Article of Association of the Company, the consent of the members of the Company be and is hereby accorded to the managing committee of the Company to make contributions or donations to any bona fide / registered charitable trusts in India that are duly registered under Section 12A of the Income Tax Act, 1961 for:

- (i) An amount not exceeding a sum of Rs. 10,00,00,000/- (Rupees Ten Crore Only), in one or more tranches, in the present financial year i.e. 2019-2020 without obtaining further consent of the members; and
- (ii) An amount not exceeding a sum of Rs. 2, 50, 00,000 /- (Rupees Two Crore Fifty Lakh Only) per year, in one or more tranches, for each of the next 5 (five) financial years i.e. from FY 2020-2021 to FY 2024-2025. Any amount not utilized by the company in a financial year can be carried forward and utilized in any of the subsequent financial years to make

donations of the cumulative amount, without obtaining further consent of the members.

RESOLVED FURTHER THAT any of the director of the Company be and is hereby authorized on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, appropriate or desirable and to sign and execute all the necessary documents, applications, forms including e-forms and returns with the Registrar of Companies Mumbai, Regional Director Mumbai and/or any other authorities, as may be required, for the purpose of giving effect to this resolution.”

FOR BHARAT DIAMOND BOURSE

Sd/-

KIRAN GANDHI

DIRECTOR

DIN: 00234339

DATE: 09th April 2019

PLACE: MUMBAI

Notes:

1. A Member entitled to attend and vote at the Extra-ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. For Security reasons, Members/Authorized Representative/Proxies are requested to carry their Photo Id's which will be verified at the entrance of the venue.
3. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. However, notice via short messaging services shall be sent to all the members.
6. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company.

7. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.
8. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip.
9. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.

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

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members a facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- NOTE:** The Facility for Voting shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper.”
- III. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period begins on Monday, 22nd April, 2019 at 09.00 am and ends on Wednesday, 24th April, 2019 at 5.00 pm. During this period shareholders’ of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th April, 2019 may cast their vote electronically. The 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.

NOTE: The “remote e-voting” end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting

- V. The process and manner for remote e-voting are as under:
- A. User ID and Password is already provided via email to all the Property Members and Trade Members whose email id is registered and also via hard copy to all the Property members along with the Notice & Explanatory Statement.
- (i) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (ii) Click on Shareholder - Login
- (iii) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (iv) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vi) Select “EVEN” of “Name of the company”.
- (vii) Now you are ready for remote e-voting as Cast Vote page opens.
- (viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (ix) Upon confirmation, the message “Vote cast successfully” will be displayed.

- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) 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 to team2@psaprofessionals.com to evoting@nsdl.co.in.

EVEN (Remote e-voting Event Number)USER IDPASSWORD/PIN

- (i) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) Above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at thedownloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No. + Folio No)
- VII. 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)
- VIII. The voting rights of members shall be 'One Member-One Vote' as on the cut-off date of 17th April, 2019.
- IX. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th April, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or reshma.thomas@bdbindia.org
- X. A member may participate in the EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the

cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM through ballot paper.

- XII. Mr. Pramod S. Shah, Partner of M/s.Pramod S. Shah & Associates, Practising Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. 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 “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. “remote e-voting” or “Ballot Paper” or “Poling Paper”

- XIV. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 three days of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favor 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.
- XV. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company bdbindia.org and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

IMPORTANT NOTES: (ONLY FOR EGM)

1. Any person, who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e. 17th April, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or reshma.thomas@bdbindia.org
2. 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 “remote e-voting” or “Ballot Paper

/ Polling Paper” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility / ballot form. The Facility for Voting at meeting venue shall be decided by the company i.e. “remote e-voting” or “Ballot Paper/ Polling Paper”

3. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
4. The “remote e-voting” end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting
5. Mr. Pramod S. Shah, Partner of M/s. Pramod S. Shah & Associates, Practising Company Secretaries has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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

As required under Section 102 of the Companies Act, 2013, the following Explanatory Statements sets out all material facts related with Donations or Contributions to charitable trusts.

In accordance with the Section 181 of the Companies Act, 2013 read with any rules made thereunder, the Company is required to obtain approval of members before making any contribution to any charitable trusts or other funds for an amount exceeding 5% of the average net profits for the three immediately preceding financial years. The section also requires that the charitable trust should be a bona fide / registered charitable trust. The Company shall identify bonafide / registered charitable trusts in India from time to time to whom it would like to donate some funds.

In light of the above, per the said section, prior permission of the members of the Company is sought to be obtained to enable the Company to make donations and contributions to various registered /bona fide charitable trusts.

None of the other Director, Key Managerial personnel of the Company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution.

FOR BHARAT DIAMOND BOURSE

Sd/-

KIRAN GANDHI

DIRECTOR

DIN: 00234339

DATE: 09th April 2019

PLACE: MUMBAI

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: U51398MH1984NPL033787

Name of the Company: BHARAT DIAMOND BOURSE

Registered office: Administrative office (Basement Between Tower B&C) NR. Gate No. 4, G Block,
BKC, Bandra (East), Mumbai-400051

Name of the Member (s) :

Registered address:

E-mail Id :

Folio No/Client ID:

DP ID:

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

Sr. no	Name	Address	E-mail Id	Signature
1				
2				
3				

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 Thursday, 25th April, 2019 at 3.00 p.m. at BDB Convention Hall, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai-400051 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No. 1

1. To make Contributions or Donation to Public Charitable Trusts:

Signed this day of, 2019

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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 HGTs before the commencement of the Meeting

(To be printed on the letter head of the Company)

Attendance Slip

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	
No. of Shares held	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company on Thursday, 25th April, 2019 at 03.00 p.m at BDB Convention Hall, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai-400051.

Signature of Shareholder / Proxy

Present.....

Note: 1.

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice