

NOTICE OF 36TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Sixth Annual General Meeting of Bharat Diamond Bourse will be held on Monday, December 28, 2020 at 3.00 p.m. at BDB Convention Hall, Bharat Diamond Bourse, G- Block, Bandra- Kurla Complex, Bandra (E), Mumbai- 400051 to transact the following business:

ORDINARY BUSINESS:

1. To consider the audited Financial Statements as on 31st March, 2020 and the Report of the Managing Committee Members' and Auditor's report thereon;
2. To appoint Managing Committee Members in place of those who are retiring by rotation.

“RESOLVED THAT pursuant to Articles of Association of the Company and other applicable provisions of Companies Act, 2013, the following Committee Members are retiring by rotation at this Annual General Meeting and being eligible, offer themselves for re-appointment;

Sr. No.	Name of the Member	Category
1	Mr. Lalit Seth	I
2	Mr. Mahesh Vaghani	I
3	Mr. Jay Parikh	II
4	Mr. Mehul Shah	II
5	Mr. Ramniklal Shah	III
6	Mr. Vinod Dhudalal Shah	III
7	Mrs. Bharti Mehta	Women Member
8	Mr. Paresh Mehta	Ex. Trade Member

SPECIAL BUSINESS:

3. To Approve Alteration of Articles of Association of the Company:

“RESOLVED THAT, pursuant to the provisions of Sections 5, 8 and 14 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and all such other applicable Law(s), Provision(s), Regulation(s), Policy(ies) or Guideline(s), if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the approval of the Ministry of Corporate Affairs (“MCA”), Office of the Registrar of Companies (“ROC”) and any other Regulatory Authority(ies), if any, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to alter the existing Articles of Association of the Company as mentioned below:

- (1) Amending article 3 clause (i) by replacing the existing definition with “Diamond – means any natural and/or mined diamond, whether rough or polished and/or synthetic diamond and/or lab grown diamond.”
- (2) Adding clause (i) (a) in article 3 by inserting the definition of ““Lab Grown diamond/s” and / or “Synthetic diamond/s”” - shall mean such stones that are laboratory-grown or laboratory

created and have essentially the same chemical composition, crystalline structure and physical (including optical) properties of a Diamond whether rough or polished.”

- (3) Amending Article 3 clause (l) by inserting the words ““Lab Grown diamond/s” and / or “Synthetic diamond/s””.
- (4) Amending Article 12 clause (g) by replacing the existing article with “If a Trade Member is found to be in breach of any trade practices or indulging in any fraudulent trade practices or issuing any fraudulent certificates of authenticity or selling of all diamonds / Synthetic diamonds without full disclosure or providing mis-declaration or false declaration or by an act or omission or commission doing any act or deed that is against trade policies and practices within or outside the premises of Bharat Diamond Bourse Complex.”
- (5) Amending Article 12A by replacing the existing article with ‘Any person who is found to be in breach as stated under article 12(g) herein above in any manner whatsoever or in breach of any rules and regulations as may be stipulated from time to time within or outside the Bharat Diamond Bourse Complex, such person shall be liable for disciplinary action including suspension, debarment and restriction of entry from the bourse, expulsion, fine or such other appropriate disciplinary measure or actions as decided by the Managing Committee and/or the such committee as may be designated or constituted by the Managing Committee from time to time.’”
- (6) Amending Article 48 by inserting words “The Managing Committee shall be vested with the power to frame from time to time such Rules and Regulations as it deems necessary in respect of dealing with the applications of membership and governing the sale and trade of the Diamond and Synthetic Diamond/s and/or Lab Grown Diamond/s in and from within or outside the premises of Bharat Diamond Bourse Complex” in the last paragraph.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required in this connection, including but not limited to the alteration of the aforesaid resolution, if required, and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter and to make necessary application(s) and to sign, execute and file all such form(s), paper(s) and document(s) as may be considered necessary or expedient in this matter including but not limited to the appointment of Attorney(s) or Authorized Representative(s) under appropriate Letter(s) of Authority to appear before the Office of the ROC and other Regulatory Authority(ies), as may be applicable, for making application or any other matter in the aforesaid matter and to give effect to the above resolution passed and take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT a copy of this resolution be and hereby submitted to the Concerned Person(s) or Authority(ies) certified by any Director of the Company.”

**By Order of the Board of Directors,
For Bharat Diamond Bourse**

Sd/-

**Mr. Kiran Gandhi
Hon. Secretary**

Date: 14th December,2020

Place: Mumbai

Notes:

- A. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of Special Business under item no. 4 and 5 is annexed and forms a part of this Notice, is annexed hereto.
- B. General instructions to the Members participating in the 36th AGM through VC/OAVM facility:**
1. In view of the continuing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is dispensed with and annual general meeting (AGM) is being held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
 2. In accordance with the MCA Circulars and the provisions of the Companies Act, 2013 ('the Act'), since the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company and the detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
 3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
 4. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company at Reshma.Thomas@BDBIndia.org/support@BDBIndia.org, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting through e-voting.
 5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 6. Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in the Notice
 7. The Members may join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis.

This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. The Company has fixed 21st December, 2020 as the 'Cut-off Date' for the purpose of remote e-voting.
10. 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 or e-voting during the AGM.
11. In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Pursuant to MCA Circulars, the Notice of the 36th AGM along with the Annual Report for FY 2019-20 are being sent only by email to the Members, whose email addresses are registered with the Company. Therefore, those Members, whose email address is not registered with the Company and who wish to receive the Notice of the 36th AGM and the Annual Report for FY 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:

For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address Reshma.Thomas@BDBIndia.org/support@BDBIndia.org.
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company. The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

14. Members requiring information on the audited financial statement for the Financial Year ended March 31, 2020 are requested to write to the Company on email address Reshma.Thomas@BDBIndia.org/support@BDBIndia.org at least seven (7) days before the date of the meeting to enable the Company to furnish the information in suitable manner.
15. During the 36th AGM, Members may access the statutory registers and electronic copy of the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement through the link <https://eservices.nsdl.com>.
16. Mr. Pramod S. Shah (Membership No. FCS 334 CP No. 3804) on behalf of M/s Pramod S. Shah & Associates, Company Secretaries, Mumbai, has been appointed as the Scrutinizer to scrutinize the e-voting process and vote casted through e-voting during the meeting in a fair and transparent manner. Members may note that the scrutinizer will provide consolidated report for the votes casted through remote e-voting and e-voting during the meeting.

C. The Instructions for remote e-voting by Members are as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, 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, from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting period begins on 25th December, 2020 at 09:00 A.M. and ends on 27th December, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to saurabhshah@psaprofessional.com<**Please mention the e-mail ID of Scrutinizer**> with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Reshma.Thomas@BDBIndia.org/support@BDBIndia.org

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Reshma.Thomas@BDBIndia.org/support@BDBIndia.org
- 3.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. The facility for joining the AGM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such scheduled time.
3. Members are encouraged to join the Meeting through Laptops using Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge or Mozilla Firefox for better experience.
4. Further Members will be required to grant access to the web-cam to enable two-way video conferencing.

5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC in a smooth manner. Participants may experience audio/video loss due to fluctuation in their respective networks.
6. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.
7. In addition to the above-mentioned step, the Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://evoting.nsdl.com/> and click on “Speaker Registration” during the remote e-voting period. Members shall be provided a ‘queue number’ before the AGM. The company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time at the AGM.
8. During the AGM, the Chairman will announce the start of voting through e-voting facility provided at the AGM.
9. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available at the AGM. Members may cast votes at the AGM by clicking on the “**Instapoll**” icon on the left side of the screen. Members are requested to follow the instructions as displayed to vote on the resolutions.
10. Members who may require any technical assistance or support before or during the AGM are requested to contact NSDL at Toll-free No.: 1800-222-990.
11. The Members who are eligible and interested to cast their votes at the AGM can do so till the time fixed for closure of Instapoll at 36th AGM.

ANNEXURE TO THE NOTICE

Explanatory Statement annexed to the notice pursuant to section 102(1) of the Companies Act, 2013:

The following explanatory statements set out all material facts relating to the Special Business set out at Item No. 3 of the accompanying Notice.

The present article 3 clause (i) of the Articles of Association of the Company excludes Synthetic diamond and/or Lab grown diamond from the definition of Diamond. The Board feels that considering the current operations of the Company, the definition of Diamond should include Synthetic diamond and/or Lab grown diamond, hence the alteration is proposed.

Further, the present article 12 clause (g) and article 12A of the Articles of Association of the Company lays down restriction and consequences on trading and / or dealing in Synthetic diamond and/or Lab grown diamond. The Board feels that considering the current operations of the Company, the said restrictions should now be removed and the said consequences to be modified accordingly, hence the alteration is proposed.

Similarly, the present article 3 of the Articles of Association of the Company does not provide for definition of Synthetic diamond and/or Lab grown diamond. Therefore, it is considered necessary to suitably change the said Article to provide for the definition of Synthetic diamond and/or Lab grown diamond, hence the alteration is proposed.

Lastly, the present article 48 of the Articles of Association of the Company does not provide for the powers to be vested with the Managing Committee in respect of the alterations proposed aforesaid. Therefore, it is considered necessary to suitably change the said Article to provide for the powers to be vested with the Managing Committee in respect of the alterations proposed aforesaid, hence the alteration is proposed.

The Board of Directors recommends passing of the special resolution as contained in item No. 3 of the notice.

None of the Directors are in any way interested or concerned in the said resolution.