

## Notice

Notice is hereby given that the **Thirty Fifth Annual General Meeting** of **Bharat Diamond Bourse** will be held on **Saturday, September 28, 2019 at 3.00 p.m.** at **BDB Convention Hall, Bharat Diamond Bourse, G- Block, Bandra- KurlaComplex, Bandra (E), Mumbai- 400051** to transact the following business:

### ORDINARY BUSINESS

1. To consider the audited Financial Statements as on 31<sup>st</sup> March, 2019 and the Reports 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 Article 39 of 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. Kirit Bhansali	I
2.	Mr. Prakash Shah	I
3.	Mr. Girish Shah	II
4.	Mr. Kiran Gandhi	II
5.	Mr. Jitendra Bhansali	III
6.	Mr. Jaswant Parikh	III
7.	Mrs. Bharti Mehta	Women member
8.	Mr. Paresh Mehta	Ex. Trade member

3. To appoint Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the fortieth Annual General Meeting and to fix their remuneration:

**“RESOLVED THAT** pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. CNK & Associates LLP (Firm Registration No. 101961W), be and is hereby appointed as the Statutory Auditors of the Company commencing from the conclusion of this Annual General Meeting till the conclusion of Fourtieth Annual General Meeting

at a remuneration as may be recommended by the Audit Committee and mutually agreed between the managing committee and the Auditors.”

**RESOLVED FURTHER THAT** M/s. CNK & Associates LLP (Firm Registration No. 101961W) Chartered Accountants do not attract any disqualification pursuant to Section 141 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** a certified true copy of the said resolution be provided to the Auditors for their record and any of the directors of the Company be and are hereby authorized, jointly and/or severally to take all steps as are necessary and to do all such acts, deeds and things as may be considered necessary and incidental to give effect to this resolution.”

**SPECIAL BUSINESS:**

- 1. To appoint Mr. Suresh Chimanlal Shah (DIN: 00412576) as the director of the Company.**

To consider and if thought fit to pass with or without modification the following Resolution as an Ordinary Resolution:

“**RESOLVED THAT** the pursuant to the provisions of section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Suresh Chimanlal Shah (DIN: 00412576) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on December 06, 2018 and whose term of office expires at this Annual General Meeting (“AGM”) and in respect of whom the company has received a notice in writing from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** any director of the company be and is hereby authorized to file necessary forms and documents with the Registrar of Companies, Ministry of Corporate Affairs and do all such acts, deeds and things as may be necessary for giving effect to the aforesaid resolution.”

By Order of the Board of Directors

Sd/-

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**Mr. Kiran Gandhi**

**Hon. Secretary**

**Date: 5<sup>th</sup> September, 2019**

**Notes:**

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy has to be the 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. Members are requested to send their queries/questions well in advance i.e. on or before 5.00 p.m. on September, 20, 2019 to Member Relation Department, 'G' Block, Bharat Diamond Bourse, Bandra-Kurla Complex, Bandra (East), Mumbai-400051 to enable us to prepare a comprehensive reply to their queries/questions.
6. The Notice of the AGM is being sent by electronic mode to Members whose e-mail addresses are registered with the Company and also physical copies are being sent by the permitted mode. However, Notice via Short messaging services shall be sent to all the members.
7. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Company.
8. 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.

9. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
10. Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip.
11. 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 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM 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 AGM (“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 AGM 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/ AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period begins on Wednesday, 25th September, 2019 at 9:00 am and ends on Friday, 27<sup>th</sup> September, 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 21<sup>th</sup> September, 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. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

The User ID and Password will be provided to the members on the email ids registered with the company, and via hard copy to all the members with the Notice of an AGM.

(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](mailto:team2@psaprofessionals.com) with a copy marked to [evoting@nsdl.co.in](mailto: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 the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. 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.

**NOTE:** Shareholders who forgot the User Details/Password can use "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

*In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*

*In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*

- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21<sup>st</sup> September, 2019

- X. 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. 21<sup>th</sup> September, 2019 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA.
- XI. 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 AGM.
- XII. 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 AGM through ballot paper.
- XIII. Pramod S. Shah, partner of M/s Pramod S. Shah & Associates, Practicing Company Secretaries, has been appointed for 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.
- XIV. The Chairman shall, at the AGM, 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 AGM 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"
- XV. 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 AGM, 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [bdbindia.org](http://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 AGM)

1. Any person, who acquires shares of the Company and becomes member of the Company as on the cut-off date i.e. 21<sup>th</sup> September 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Reshma.thomas@bdbindia.org](mailto:Reshma.thomas@bdbindia.org)
  2. The Chairman shall, at the AGM, 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 AGM 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 AGM 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 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.
- (A) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (B) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of NSDL within two days of the passing of the resolutions at the AGM of the Company on 30<sup>th</sup>September<sup>st</sup>, 2019.

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