



NOTICE

Notice is hereby given that the Fortieth Annual General Meeting of Bharat Diamond Bourse will be held on **Friday, September 20, 2024, at 2.30 p.m. at BDB Convention Hall, Ground Floor, Tower C, Centre Core, Bharat Diamond bourse, BKC, Bandra (E), Mumbai- 400051** to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements as on 31st March 2024 together with 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 44 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. Maheshbhai Premjibhai Vaghani	I
2	Mr. Lalitkumar Sevantilal Sheth	I
3	Mr. Jay Ketan Parikh	II
4	Mr. Mehul Navinchandra Shah	II
5	Mr. Kumar Rasiklal Mehta	III
6	Mr. Ramniklal Premchand Shah	III
7	Mrs. Bharti Shrenik Mehta	Woman Member
8	Mr. Paresh Ramniklal Mehta	Ex. Trade Member

- 3. To appoint the Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant of the Section 139, 142 and other applicable provisions of Companies Act, 2013 and the rules made thereunder and Board of Directors of the Company, M.B. Nayak & Co. having Firm Registration No: 107014W as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting held for the financial year ended 31st March,2024 till the conclusion of Annual General Meeting for the Financial Year ending 31st March,2029, at a remuneration as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT M/s. M.B. Nayak & Co (Firm Registration No. 107014W) 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:

4. To Regularize Mr. Surendrakumar Dassani (DIN: 00302500) as a Director of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Surendrakumar Dassani (DIN: 00302500) who was appointed by Managing Committee as an Additional Director of the Company with effect from September 06, 2023 and who is eligible for appointment, be and is hereby appointed as a Director.

5. To Regularize Mr. Arunbhai Chimanlal Shah (DIN: 01979698) as a Director of the Company:

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Arunbhai Chimanlal Shah (DIN: 01979698) who was appointed by Managing Committee as an Additional Director of the Company with effect from September 06, 2023 and who is eligible for appointment, be and is hereby appointed as a Director.

By Order of the Board of Directors

Sd/-

Mr. Anoop Mehta
President
Chairperson
DIN: 00107044

Date: 04th September 2024

NOTES:-

A) The Explanatory Statement pursuant to section 102 (1) of the Act, in respect of special business under item no. 3 & 4 is annexed and forms a part of this notice, is annexed hereto.

B) General Instructions to the members participating in the 40th AGM through VC/OAVM facility:

1. In compliance with the General Circular No. 09/2023 dated 25th September, 2023 read with General Circular No. 2/2022 dated 05th May, 2022, General Circular No. 14/2020 dated 08th April, 2020 and an extension vide General Circular No. 21/2021 dated 14th December, 2021, General Circular No. 09/2023 dated 25th September, 2023, General Circular No. 10/2022 dated 28th December, 2022, General Circular No. 2/2022 dated 5th May, 2022, issued by MCA, the Annual General Meeting of the Company can be held through video-conferencing mode (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. 09/2023 dated 25th September 2023, 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 on sonal.sharma@bdbindia.org/support@BDBIndia.org a certified copy of the Board Resolution authorizing 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. Route Map showing Directions to reach the venue of the Meeting is given at the end of this Notice.
7. The Members may join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. 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 09/2023 dated 25th September 2023, 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 13th September 2024 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 AGM is 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 AGM, 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:
13. 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 sonal.sharma@bdbindia.org/ support@BDBIndia.org
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 09/2023 dated 25th September, 2023, the Notice calling the AGM has been uploaded on the website of the Company i.e., www.bdbindia.org. 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.
15. Members requiring information on the audited financial statements for the financial year ended March 31st, 2024, are requested to write to the company on email address sonal.sharma@bdbindia.org/ support@BDBIndia.org at least 7 days before the date of the meeting to enable the company to furnish the information in suitable manner.
16. During the 40th 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 www.evoting.nsdl.com
17. 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 MEMBERS FOR REMOTE E-VOTING 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 Monday, 16th September 2024 at 10:00 A.M. and ends on Thursday, 19th September, 2024 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/Member/Creditor’ 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.
4. Your User ID details are given below:

Manner of holding shares (Physical)	Your User ID is:
For Members holding shares in Physical Form.	EVEN Number followed by Membership Number registered with the company. For example, if Membership 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 membership number. 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) If you are unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your membership number, your name.
 - b) 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 all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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 “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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

8. After successful login at Step 1, you will be able to see the Home page of e-Voting.
9. You will be able to see “EVEN” in which you are holding shares and whose voting cycle is in active status.
10. Click Link Join Meeting.
11. It will take you to Meeting Page.
12. Visit NSDL e-Voting Page again, Refresh the page and Click on EVEN
13. Select “EVEN” of company for which you wish to cast your vote.
14. Now you are ready for e-Voting as the Voting page opens.
15. 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 “Confirm” when prompted.
16. Upon confirmation, the message “Vote cast successfully” will be displayed.
17. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
18. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 sonal.sharma@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 sonal.sharma@bdbindia.org / support@BDBIndia.org

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. Members will be provided with a facility to attend the 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. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name /folio number, email id, mobile number at sonal.sharma@bdbindia.org / support@BDBIndia.org .The same will be replied by the company suitably.

ANNEXURE TO THE NOTICE

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 relating to the Special Business set out in the Item no. 4 and 5 as stated above in the notice.

Item No.4:

TO REGULARIZE MR. SURENDRAKUMAR DASSAN (DIN: 00302500) AS A DIRECTOR OF THE COMPANY:

Regularization of Additional Director, Mr. Surendrakumar Dassani (DIN: 00302500) as Director in the managing committee of the company.

Mr. Surendrakumar Dassani was appointed as Additional Director with effect from September 06, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Surendrakumar Dassani on the Company Board is desirable and would be beneficial to the Company. The Board recommends the resolution set out in item no. 4 of the accompanying Notice for approval and adoption of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Surendrakumar Dassani himself, in any way concerned or interested in the said resolution.

Item no. 5

TO REGULARIZE MR. ARUNBHAI CHIMANLAL SHAH (DIN: 01979698) AS A DIRECTOR OF THE COMPANY:

Regularization of Additional Director, Mr. Arunbhai Chimanlal Shah (DIN: 01979698) as Director in the managing committee of the company.

Mr. Arunbhai Chimanlal Shah was appointed as Additional Director with effect from September 06, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office up to the date of ensuring Annual General Meeting of the Company. The Board is of the view that the appointment of Mr. Arunbhai Chimanlal Shah on the Company Board is desirable and would be beneficial to the Company. The Board recommends the resolution set out in item no. 5 of the accompanying Notice for approval and adoption of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Arunbhai Chimanlal Shah himself, in any way concerned or interested, in the said resolution.

The Board recommends the Resolution as mentioned in the Notice for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Sujit Shah himself, in any way concerned or interested, in the said resolution.

By Order of the Board of Directors
Sd/-

Sd/-

Mr. Anoop Mehta
President
Chairperson
DIN: 0107044
Date: 4th September 2024