



**NOTICE OF FIRST EXTRA ORDINARY GENERAL MEETING FOR THE YEAR
(2024-2025).**

NOTICE IS HEREBY GIVEN THAT THE FIRST (2024-2025) EXTRA ORDINARY GENERAL MEETING OF BHARAT DIAMOND BOURSE WILL BE HELD ON WEDNESDAY, 12TH FEBRUARY 2025 AT 2.30 P.M. AT BDB CONVENTION HALL, BHARAT DIAMOND BOURSE, G- BLOCK, BANDRA- KURLA COMPLEX, BANDRA (E), MUMBAI- 400051 TO TRANSACT THE FOLLOWING BUSINESS:

SPECIAL BUSINESS:

1. TO OBTAIN CONSENT FROM MEMBERS FOR METRO CONNECTOR.

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

RESOLVED THAT, the Committee approves the payment of ₹10 Crores to MMRDA towards connectivity, along with an additional 6% on the CIVIL COST OF CONSTRUCTION of CONNECTOR as SUPERVISION charges @ approx. Rs. 6,637.00 per sq. ft. which is 1,50,00,000/- on the construction cost, subject to compliance with the terms and conditions mentioned in their letter.

FURTHER RESOLVED, to acknowledge the Cost of Construction is estimated as ₹ (26.30 Cr. +10 Cr. +6%) (inclusive of services and GST) for the metro development area of approximately 1664 square meters at 1st floor and 1209 square meters at ground floor include the same in the project planning and budgeting.

Additionally resolved that the Committee approves initiating the process for the appointment of a structural consultant and an architect to oversee the project, ensuring the development adheres to the approved budget and design standards, and that the budget allocation for this payment and associated expenses be verified against the approvals obtained in the Managing Committee Meeting (MCM), Extraordinary General Meeting (EGM), or Annual General Meeting (AGM) held on 23rd April 2024, or any other prior meeting.

Finally resolved that the Secretary or any designated member of the Committee is authorized to take all necessary steps for the implementation of the above resolutions and report progress in the next meeting.

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

**Prakash C. Shah
Director
DIN: 02801790
Place: Mumbai
Date: 28/01/2025**

NOTES:

General Instructions for Members (Associate & Ordinary):

1. A Member entitled to attend and vote at the Extra-Ordinary General Meeting (EOGM) is entitled to appoint a proxy to attend and vote at the Meeting instead of him/her. The proxy shall be a Member of the Council. The instrument appointing the proxy, in order to be effective, must be deposited at the Council's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the Meeting.
2. If there is no quorum at the time fixed for the Meeting, the Meeting shall stand adjourned for half an hour from the time appointed for the Meeting. If after the expiration of half an hour, the requisite quorum is not present then the Meeting shall stand adjourned to the same day after one week at the same time and place or to such other day and at such other time and place as the Committee may determine.
3. The copy of the Articles of Association of the Council and other statutory registers, as maintained by the Council, are available at the Registered Office of the Council. Any Member interested may, subject to submission of a written request addressed to the Executive Director of the Council, inspect the same on any working day during its working hours between 11.00 a.m. to 04.00 p.m.
4. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, relating to Special business to be transacted at the Meeting is annexed herewith.
5. Members/Proxies should fill in the attendance slip for attending the Meeting and bring their attendance slip.

E-Voting Process and Instructions (only for Ordinary Members):

7. In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company/Council is pleased to provide its Members with facility to exercise their right to vote at the 01/ 2024 – 2025 EOGM by electronic means and the business may be transacted through remote e-Voting services provided by National Securities Depository Limited (NSDL).
 8. The facility for voting through e-Voting system shall be made available at the venue of the EOGM and the Members attending the Meeting who have not cast their vote by remote e-Voting shall be able to exercise their right to vote at the Meeting through e- Voting system.
 9. The Members, who have cast their vote by remote e-Voting, prior to the EOGM, may also attend the EOGM but shall not be entitled to cast their vote again.
 10. The remote e-Voting period commences at 9.00 A.M. on Saturday, 08th February 2025 and ends 5.00 P.M. on Tuesday 11th February 2025. During this period, Members of the Council as on the cut-off date i.e. 11th February 2025, may cast their vote by remote e-Voting. The remote 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.
 11. The process and manner for remote e-Voting are mentioned in detail in the Instruction Kit attached herewith as Annexure I for the ease and convenience of the Members.
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Other information:

Your Login ID and Password can be used by you exclusively for e-Voting on the resolutions placed by the Council i.e. BDB in which you are the Member.

It is strongly recommended not to share your Password with any other person and take utmost care to keep it confidential.

12. The voting right of Members shall be one vote for each Membership with the Council as on cut-off date i.e., 11th February 2025.

13. Any person, who becomes Ordinary Member of the Council after dispatch of the Notice and having Membership as of the cut-off date i.e. 11th February 2025, may obtain the Login ID and Password by sending a request at evoting@nsdl.com.

14. Mr. Pramod Shah, Partner, M/s. Pramod S. Shah & Associates, Practicing Company Secretary has been appointed to act as a Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

15. The Chairman shall, at the EOGM, 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 "e-Voting" for all those Members who are present at the EOGM but have not cast their votes by availing the remote e-Voting facility.

16. The Scrutinizer shall after the conclusion of voting at the EOGM, 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 Council and shall make, not later than three days of the conclusion of the EOGM, a consolidated Scrutinizer's Report of the total votes cast in favour 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.

17. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Council and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

18. All Ordinary Members will receive an email from NSDL [for Members whose E-mail IDs are registered with the Company and which would contain detailed instructions on how to undertake the e-Voting Process].

A. 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 08th February 2025 at 09:00 A.M. and ends on 11th February 2025 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.com 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 team2psaprofessionals.com <**Please mention the e-mail ID of Scrutinizer**> with a copy marked to evoting@nsdl.com.
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.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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 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 EOGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
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 EOGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EOGM 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 shareholder's/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 EOGM shall open 15 minutes before the scheduled time for commencement of the EOGM 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.
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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 EOGM 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 EOGM 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 EOGM. The company reserves the right to restrict the speakers at the EOGM to only those Members who have registered themselves, depending on the availability of time at the EOGM.
8. During the EOGM, the Chairman will announce the start of voting through e-voting facility provided at the EOGM.
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 EOGM. Members may cast votes at the EOGM 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 EOGM are requested to contact NSDL on No.: 022 – 4886 7000.
11. The Members who are eligible and interested to cast their votes at the EOGM can do so till the time fixed for closure of Instapoll at First (01) EOGM

ANNEXURE TO THE NOTICE

Explanatory Statement annexed to the notice pursuant to section 102(1) of the Companies Act, 2013:**ITEM: Approval of Payment to MMRDA, Appointment of Structural Consultant and Architect, and Related Actions**

The Committee has received a communication from the Mumbai Metropolitan Region Development Authority (MMRDA) requesting a payment of ₹10 Crores towards connectivity, along with an additional 6% on the CIVIL COST OF CONSTRUCTION of CONNECTOR as SUPERVISION charges @ approx. Rs. 6,637.00 per sq. ft. which is 1,50,00,000/- on the cost of construction. The terms and conditions for this payment were outlined in their letter, which has been reviewed by the Committee.

Additionally, the estimated cost for the BDB side extension is projected at ₹ (26.30 Cr. +10 Cr. +6%) (including services and GST), for an approximate metro development area of 1664 square meters at 1st floor and 1209 square meters on the ground floor. This cost estimate is critical for planning and budgeting for the project.

To ensure proper oversight of the construction and adherence to approved designs and budgets, the Committee proposes to appoint a structural consultant and an architect. These professionals will supervise the project and ensure its alignment with regulatory and operational requirements.

The Committee also noted the importance of verifying that the proposed payment to MMRDA and associated expenses align with prior budget approvals obtained in the Managing Committee Meeting (MCM), Extraordinary General Meeting (EGM), or Annual General Meeting (AGM) held on 23rd April 2024, or any other relevant meeting.

The resolution seeks approval to:

1. Approve the payment of ₹10 Crores to MMRDA along with the additional 6% on the CIVIL COST OF CONSTRUCTION of CONNECTOR as SUPERVISION charges @ approx. Rs. 6,637.00 per sq. ft. which is 1,50,00,000/- supervision charge.
2. Acknowledge and incorporate the Cost of Construction is estimated as 36.30 Cr. (inclusive of services and GST), for 1664 square meters at 1st floor and 1209 square meters at ground floor. into the project budget.
3. Appointment of a structural consultant and an architect for overseeing the construction project.
4. Verify and align the budget allocation with prior approvals.
5. Authorize the Secretary or any designated member of the Committee to implement these resolutions and report progress in subsequent meetings.

The Committee believes that approving these actions will facilitate the timely and efficient execution of the project while ensuring compliance with legal, financial, and operational standards.

None of the Committee members or their relatives are in any way concerned or interested financially or otherwise in the resolution, except as members of the Committee or shareholders of the Company, if applicable.

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 City, Mumbai, Maharashtra, India, 400051

Name of the Member (s):
Registered address:
E-mail Id:
Folio No/Client ID:
DP ID:

I/We being the Member(s) of the above-named Company, hereby appoint

Sr. No.	Name	Address	E-mail Id	Signature
1				
2				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/ 2024 – 2025 Extra-Ordinary General Meeting of the Company, to be held on Wednesday, 12th February, 2025 at 2.30 p.m. at “ BDB Convention Hall, Bharat Diamond Bourse, G- Block, Bandra- Kurla Complex, Bandra (E), Mumbai- 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

Special Business:

- To Obtain Consent from Members for Metro Connector.

Affix
 Revenue
 Stamp

Signed this..... day of..... 2025

Signature of shareholder

Signature of Proxy holder(s).....

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 hours before the commencement of the Meeting.

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

Yours faithfully,



Prakash C. Shah
Director
DIN: 02801790
Place: Mumbai
Date: 28/01/2025

ROUTE MAP OF THE VENUE OF THE 01/ 2024 – 2025 EXTRA-ORDINARY GENERAL MEETING:

