



Mini Diamonds (India) Ltd.

DE 8082, D Block, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra(E), Mumbai-400 051.
Tel. : (91-22) 2675 6072 / 2675 6073 Fax : (91-22) 2675 6074 Website : www.minidiamonds.net

NOTICE OF 1/2017-18 EXTRA ORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 1/2017-18 EXTRA ORDINARY GENERAL MEETING OF MINI DIAMONDS (INDIA) LIMITED WILL BE HELD ON WEDNESDAY 21ST FEBRUARY, 2018 AT 09.30 A.M AT OFFICE NO.-DE-8082 BHARAT DIAMOND BOURSE, BANDRA-KURLA COMPLEX, BANDRA (EAST) MUMBAI 400051 TO TRANSACT THE FOLLOWING BUSINESS:

Special Business

1. To approve appointment of M/s. **Mahendra Doshi & Associates** and to consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139 and any other Sections of the Companies Act, 2013 which may be applicable read with rules made thereunder and the recommendation received from the Board and the Audit Committee, the consent of the members be and is hereby accorded to appoint M/s. **Mahendra Doshi & Associates** (firm Registration No. is 105765W) as Statutory Auditors of the Company from the date of this meeting till the conclusion of ensuing Annual General Meeting to be held in the year 2018."

2. To authorize the board to borrow upto Rs. 50,00,00,000 and to consider and, if thought fit, to pass, the following resolution as an Special Resolution

"**RESOLVED THAT** pursuant to Section 179(3)(d) and Section 180(1)(c) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014 and any other applicable Acts, rules and regulation(s), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, the consent of the Members be and are hereby accorded to borrow money upto Rs. 50,00,00,000 (Rupees Forty Crore only) together with the money already borrowed by the company apart from temporary loans obtained from the Company's bankers in the ordinary course of business."

By order of the Board of Directors



Mahendra Shah
Chairman & Managing Director

DIN: 00748451

Date: 25/01/2018

Place: Mumbai

Registered Office:

Office no. DE-8082, Bharat Diamond Bourse,
Bandra kurla Complex, Bandra (East),
Mumbai, Maharashtra, 400051

CIN: L36912MH1987PLC042515

Encl: a/a

Explanatory Statement

1. To take approval of the Appointment of Statutory Auditor of the Company

M/s. V.A. Parikh & Associates LLP have resigned as Statutory Auditors of the Company on 23rd November, 2017 due to requirement of compliance with the provision of Section 139 (2) of the Companies Act, 2013 ("The Act"). The Board has filled the casual vacancy arising due to resignation of the auditor in their Board meeting held on 23rd November, 2017 by Appointing M/s. **Mahendra Doshi & Associates** (firm Registration No. is 105765W)

As per Section 139(8) of the Act, if the casual vacancy is arising due to resignation of the Auditor, such appointment shall be approved by the shareholders at the general meeting convened within three months of the recommendation of the Board and he shall hold office till the conclusion of the next annual general meeting.

In view of this, the Board has recommended to appoint M/s. **Mahendra Doshi & Associates** as statutory auditor of the company till the conclusion of the ensuing Annual General Meeting.

2. To approve and to authorize Board of Directors to borrow money upto Rs. 50,00,00,000.

As your Company is involved in trading and manufacturing of Diamonds, the Company regularly needs short term loans for their day to day transaction and to operate business smoothly.

Therefore, the members are requested to approve the authorization to the Board for borrowings upto Rs. 50,00,00,000 as and when required by the company.

Notes:

1. A member who is entitled to attend and vote at the Extra Ordinary General Meeting (the Meeting) is entitled to appoint a proxy to attend the Meeting and vote thereat instead of himself/herself and such proxy need not be a member of the company. A person appointed as proxy shall act on behalf of such number of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company, carrying voting rights. Further, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. A proxy shall not vote except on a poll. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated. The proxy forms, in order to be effective, must be lodged with the company at the registered office, duly completed and signed at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. Members /Proxies should bring duly-filled Attendance Slip to attend the meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
4. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means through the e-voting services provided by Central Depository Services (India) Limited (CDSL). Instructions and other information relating to e-voting are given in this Notice under Note No. 16.
5. In case of joint holders attending the Meeting, only such joint holder whose name appears as the first holder as per the Register of Members of the Company in the order of names will be entitled to vote.
6. Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, may send their request in the prescribed Form to the Registrar & Transfer Agents of the Company.
7. As per the provisions of the Companies Act, facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Transfer Agents of the Company.
8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a duly certified copy of the

Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

9. Members are requested to notify changes, if any, in their registered addresses along with the pin code to the Company's Registrar and Share Transfer Agent.

10. All documents referred to in the notice will be made available for inspection in physical or electronic form at the registered office, Head Office, Corporate Office of the Company as well as at the meeting between 10 A.M to 6.00 P.M on all working days.

11. Members whose shareholding is in electronic mode are requested to intimate change of address, mandates, nominations, power of attorney, change of name, e-mail address, contact numbers, etc., and all changes pertaining to their bank details to their respective Depository Participants. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents Purva Shareregistry Pvt Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Purva Shareregistry Pvt Ltd.

12. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share transfer Agents, Purva Shareregistry Pvt Ltd.

13. To support the 'Green Initiative', The Members who have not registered their e-mail addresses are requested to register the same with the Company/Depositories;

14. 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 Meeting.

15. E- voting:

a) 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 is pleased to provide its Shareholders with facility to exercise their right to vote at the 1 /2017- 2018 Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper, will also be made available at the Meeting (EGM) and the members attending the EGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the EGM through ballot paper. Members who have cast their votes by remote e-voting prior to the EGM may attend the EGM but shall not be entitled to cast their votes again.

b) The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

c) Process for E –Voting –

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com;
- ii. Click on “Shareholders” tab;
- iii. Now, select the Electronic Voting Sequence Number “EVSN” along with MINI DIAMONDS (INDIA) LIMITED from the drop down menu and click on “SUBMIT”;
- iv. Now Enter your User ID ;

For CDSL: 16 digits beneficiary ID;
For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login;
- vi. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used;
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</p> <p>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If the

	details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.
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- viii. After entering these details appropriately, click on "SUBMIT" tab;
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice;
- xi. Click on the EVSN on which you choose to vote;
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution;
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details;
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote;
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system;
- xvii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate;
- xviii. Scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com;

xix. After receiving the login details compliance user should be created. compliance user would be able to link the account(s) which they wish to vote on;

xx. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote;

xxi. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

xxii. In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xxii) above to cast vote;

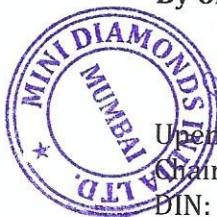
d) The voting period begins from 18/02/2018 at 9.00 A.M. to 20/02/2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14/02/2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.

e) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Upendra N Shah, Managing Director, on Phone no. 02226756071/72 or email id: minidiamonds9@gmail.com.

f) Mr. Pramod S. Shah partner of M/s. Pramod S. Shah & Associates, Practising Company Secretaries FCS 3804/CP No. 334, has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the e-voting period unblock the votes cast in the presence of at least 2 (two) witness not in the employment of the Company and submit a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.

g) The results shall be declared on or after the Meeting of the Company. The results declared along with the Scrutinizer's report shall be placed on the website of the Company i.e. www.minidiamonds.net and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the Meeting of the Company and communicated to the Stock Exchanges.

By order of the Board of Directors

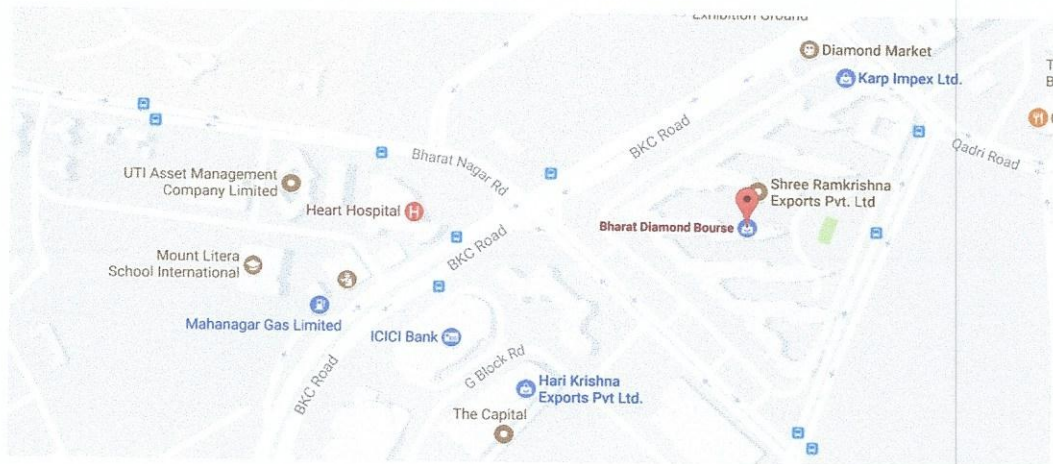


Upendra Shah
Chairman & Managing Director
DIN: 00748451

Date: 25/01/2018
Place: Mumbai
Registered Office:
Office no. DE-8082, Bharat Diamond Bourse,
Bandra kurla Complex, Bandra (East),
Mumbai ,Maharashtra ,400051
CIN: L36912MH1987PLC042515

LANDMARK: Bharat Diamond Bourse

ROUTE MAP TO THE VENUE



By order of the Board of Directors



Upendra Shah
Upendra Shah
Chairman & Managing Director
PIN: 00748451

Date: 25/01/2018
Place: Mumbai
Registered Office:
Office no. DE-8082, Bharat Diamond Bourse,
Bandra kurla Complex, Bandra (East),
Mumbai ,Maharashtra ,400051
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ATTENDANCE SLIP

MINI DIAMONDS (INDIA) LIMITED

Registered Office: Office no. DE-8082, Bharat Diamond Bourse, Bandra kurla Complex, Bandra (East), Mumbai, Maharashtra, 400051
CIN: L36912MH1987PLC042515

1 /2017-2018 Extra Ordinary General Meeting

I hereby record my/our presence at the 1 /2017-2018 Extra Ordinary General Meeting
of the Company (including adjournment thereof) at Office no. DE-8082, Bharat Diamond Bourse, Bandra kurla Complex, Bandra (East), Mumbai, Maharashtra, 400051 held on Wednesday, February 21, 2018 at 9.30 A.M

Registered Folio No. _____ DP ID* _____ Client ID* _____

Address of the Shareholder _____
No. of Shares held _____

Full name of the Shareholder/Proxy (in block letters)

Signature

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand over at the entrance of the hall.

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]

MINI DIAMONDS (INDIA) LIMITED

Registered Office: Office no. DE-8082, Bharat Diamond Bourse, Bandra kurla Complex, Bandra (East), Mumbai, Maharashtra, 400051

CIN: L36912MH1987PLC042515

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

1. Name:

Address:

E-mail Id:Signature:

or failing him

2. Name:

Address:

E-mail Id:Signature:

And whose signatures are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 1/2017 -2018 Extra Ordinary General Meeting of the company, to be held on February 21, 2018 at 9.30 A.M at : Office no. DE-8082, Bharat Diamond Bourse, Bandra kurla Complex, Bandra (East), Mumbai, Maharashtra, 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To approve Appointment of M/s. **Mahendra Doshi & Associates** as Statutory Auditors of the Company

2. To authorize the Board to borrow upto Rs. 50,00,00,000.

Signed this..... day of2018

Signature of Shareholder

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

Affix
Revenue
Stamp

** Applicable for investors holding shares in electronic form.*

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.