



## NOTICE

**Notice** is hereby given that the 37<sup>th</sup> Annual General Meeting ("AGM") of the members of Mini Diamonds (India) Limited will be held on Monday, 30<sup>th</sup> September, 2024 at 9.30 a.m. (IST) at the registered office of the Company situated at DW-9020, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2024, including the Audited Balance Sheet as on that date, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Upendra Narottamdas Shah (DIN: 00748451), as a Director liable to retire by rotation and, being eligible, offers himself for re-appointment.

### Special Business:

3. **To appoint Mr. Ashutosh Chandraprakash Tiwari (DIN:10743984) as an Independent Director.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("Listing Regulations"), Mr. Ashutosh Chandraprakash Tiwari (DIN: 10743984), who was appointed as an Additional (Non-Executive, Independent) Director of the Company by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from 04<sup>th</sup> September, 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds the office up to the date of this Annual General Meeting of the Company, and who meets the criteria for independence pursuant to the provisions of Section 149(6) of the Act and Rules made thereunder and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, commencing from 04<sup>th</sup> September, 2024 to 03<sup>rd</sup> September, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board (including its committee thereof) and/or the Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

4. **To re-appoint Mr. Chintan Shah (DIN: 08335669) as an Independent Director.**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ("the Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, Mr. Chintan Shah (DIN: 08335669), who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 16<sup>th</sup> January, 2019 up-to 15<sup>th</sup> January, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 16<sup>th</sup> January, 2024 up-to 15<sup>th</sup> January, 2029 (both days inclusive).



**RESOLVED FURTHER THAT** the Board (including its committee thereof) and/or the Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

**By order of the Board of Directors  
For Mini Diamonds (India) Limited**

**Sd/-  
Upendra Shah  
Chairman & Managing Director  
DIN: 00748451**

**Date: 04<sup>th</sup> September, 2024**

**Place: Mumbai**

**Registered Office:  
DW-9020, Bharat Diamond Bourse,  
Bandra Kurla Complex,  
Bandra East, Mumbai 400051**

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND THE MEETING AND TO VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.

Pursuant to Section 105 of the Companies Act, 2013 (“the Act”), person can act as a proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A Member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.

If a Proxy is appointed for more than 50 (fifty) Members, the Proxy shall choose any 50 (fifty) Members and confirm the same to the Company not later than 48 (forty-eight) hours before the commencement of the meeting. In case, if the Proxy fails to do so, only the first 50 (fifty) proxies received by the Company shall be considered as valid. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty-eight) hours before the commencement of the Meeting.

A Proxy Form is attached herewith. Proxies submitted on behalf of the companies, societies, body corporate etc., must be supported by an appropriate resolution/authority, as applicable.

If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid. Proxy will be valid until written notice of revocation has been received by the Company before the commencement of the Meeting.

2. Institutional/Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney (PDF/JPG Format), if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Company by email through its registered email address at [compliance@minidiamonds.net](mailto:compliance@minidiamonds.net) or physically at the Registered Office of the Company addressed to the Company Secretary at least 48 hours before the Meeting.
3. Members, Proxies and Authorised Representative are requested to bring to the meeting, the Attendance Slip, duly completed and signed, mentioning therein details of their DP ID and Client ID/Folio No. for security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to this Notice. Members, Proxies and Authorized Representatives attending the meeting are requested to bring the attendance slip duly filled to the Meeting complete in all respects and signed at the place provided thereat and hand it over at the entrance of the venue. Members/Proxies/Authorized Representative attending the meeting are required to submit a valid identity proof such as PAN Card/ Driver’s License/ Passport etc. to enter the Meeting venue.



4. A route map for directions to the venue of the Meeting is attached with this Annual Report.
5. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent viz. Purva Share Registry (India) Private Limited ("RTA"), at [support@purvashare.com](mailto:support@purvashare.com) for assistance in this regard.
6. Members seeking any information on the business to be transacted at the Meeting are requested to mail to the Company at [compliance@minidiamonds.net](mailto:compliance@minidiamonds.net) at least 7 (Seven) days in advance to enable the Management to keep the information, as far as possible, ready at the Meeting.
7. Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, if any, maintained under Section 189 of the Act and other relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days except Saturdays and Sundays, from the date of circulation of this Notice up to the date of Meeting, i.e. 30<sup>th</sup> September, 2024. Members are requested to write to the Company for inspection of the said documents at [compliance@minidiamonds.net](mailto:compliance@minidiamonds.net).
8. The Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business to be transacted at Meeting is annexed hereto. The relevant details pursuant to 36(3) of the Listing Regulations and Secretarial Standards - 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), in respect of Directors seeking appointment/re-appointment at the Meeting is provided as annexure to the Notice. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their appointment/re-appointment.
9. In compliance with the relevant MCA Circulars and SEBI Circulars, Notice of AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company/RTA/Depositories. Members may note that the Notice and Annual Report for financial year 2023-24 will be available on the Company's website at <https://www.minidiamonds.net/>. The Notice and Annual Report can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the remote e-voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com). Further, any member who requires physical copy of the Notice and Annual Report of the Company may write to the Company at [compliance@minidiamonds.net](mailto:compliance@minidiamonds.net).
10. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per Register of Members will be entitled to vote.
11. To disseminate all the communication promptly, members who have not registered their e-mail IDs are requested to register the same with their Depository Participants in the case shares are held by them in electronic form and the members holding shares in physical mode who have still not registered their e-mail ID with the Company may write a request letter to register their e-mail IDs to the Company's Registrar & Share Transfer Agent ("RTA") i.e. at [support@purvashare.com](mailto:support@purvashare.com) for receiving all the communications including Annual Reports, Notices etc. electronically.
12. The voting period begins on Friday, 27<sup>th</sup> September, 2024 (9:00 a.m. IST) and ends on Sunday, 29<sup>th</sup> September, 2024 (5:00 p.m. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 23<sup>rd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
13. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations, and the MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Meeting. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system prior to the Meeting will be provided by CDSL.
14. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-Voting, i.e., Monday, 23<sup>rd</sup> September, 2024, such person may obtain the User ID and Password from Company's RTA by e-mail request on [support@purvashare.com](mailto:support@purvashare.com).



15. The Board of Directors has appointed M/s. Manish Ghia & Associates, Company Secretaries, (Membership No. FCS 6252), Mumbai as the Scrutinizer to scrutinize the voting at the Meeting and remote e-voting process in a fair and transparent manner.
16. The Scrutinizer, after scrutinizing the votes, will within 2 (two) working days from the conclusion of the Meeting, make a consolidated scrutinizer's report which shall be placed on the website of the Company, on <https://www.minidiamonds.net/> and on the website of CDSL on [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to BSE Limited.
17. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30<sup>th</sup> September, 2024.
18. Members holding shares in physical form, in identical order of names & in multiple folios are requested to send to the Company or RTA, details of such folios along with the share certificate for consolidating their holdings in one folio. A consolidated share certificate will be issued to such members after making requisite changes.
19. SEBI has issued Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July, 2023, which establishes an Online Dispute Resolution Portal ("ODR Portal") for resolving disputes in the Indian Securities Market. Disputes between investors and companies, registrars and share transfer agents, or specified intermediaries/regulated entities (excluding Clearing Corporations and its constituents) must first go through the grievance redressal cell. If the grievance is not resolved satisfactorily, it can be escalated through the SCORES Portal. If still not satisfied, the investor can initiate dispute resolution through the ODR Portal. The ODR portal link will be displayed on the Company's website at <https://www.minidiamonds.net/>.
20. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/65 dated 18<sup>th</sup> May, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be. The said form can be downloaded from the website of the Company and RTA.

Pursuant to the provisions of Section 72 of the Act and SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.minidiamonds.net/>. Members are requested to submit the said details to their Depository Participant (DP) in case the shares are held by them in dematerialized form and to RTA of the Company in case the shares are held in physical form, quoting their Folio No.

Non Resident Indian (NRI) Members are requested to inform the RTA immediately:

- Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, IFSC and MICR Code as applicable, if not furnished earlier; and
- Change in their residential status and address in India on their return to India for permanent settlement.

Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the RTA.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING :**

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, 27<sup>th</sup> September, 2024 at 09.00 a.m. (IST) and ends on Sunday, 29<sup>th</sup> September, 2024 at 05.00 p.m. (IST). 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 Monday, 23<sup>rd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>





Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.



- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Mini Diamonds (India) Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@minidiamonds.net](mailto:compliance@minidiamonds.net), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 21 09911.

**Voting facility at AGM:**

- a) In addition to the remote e-voting facility, the Company has made voting facility available at the venue of the AGM through ballot paper and members attending the meeting, who have not already cast their votes by remote e-voting, shall be able to exercise their right at the meeting.
- b) Members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again.





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3:**

**To appoint Mr. Ashutosh Chandraprakash Tiwari (DIN: 10743984) as an Independent Director.**

The Board of Directors of the Company at its meeting held on 04<sup>th</sup> September, 2024, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), has approved appointment of Mr. Ashutosh Chandraprakash Tiwari (DIN: 10743984) as an Additional Director (Non-Executive Independent Director) on the Board of the Company with effect from 04<sup>th</sup> September, 2024, to hold office up to the date of the next Annual General Meeting of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and subject to the approval of Members of the Company as an Independent Director, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years, commencing from 04<sup>th</sup> September, 2024 to 03<sup>rd</sup> September, 2029 (both days inclusive).

The Company has received a declaration from Mr. Ashutosh Chandraprakash Tiwari confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Further, Mr. Ashutosh Chandraprakash Tiwari has confirmed that he is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act and has given his consent to act as Director. He is also not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

He is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.minidiamonds.net/> and would also be made available for inspection to the Members of the Company up-to the date of AGM.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

**Basis of Appointment and Skills and capabilities of Director:**

The Nomination and Remuneration Committee (NRC) had previously finalized the desired attributes for the selection of the independent director(s). Based on those attributes and after evaluating the profile of various candidates, the NRC recommended the candidature of Mr. Ashutosh Chandraprakash Tiwari (DIN: 10743984) to the Board.

The process of shortlisting and selection of the new Independent Director was carried out and concluded by NRC members who were not considered interested in such proposal.

The Board noted that Mr. Ashutosh Chandraprakash Tiwari (DIN: 10743984) skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Ashutosh Chandraprakash Tiwari (DIN: 10743984) is justified due to the following reasons:

- i) He has extensive experience in the Gems and Jewellery Industry.
- ii) He has experience, knowledge and understanding of manufacturing of jewellery and related activities.

In the opinion of the Board, Mr. Ashutosh Chandraprakash Tiwari, fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Brief profile and disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") is annexed to this Notice as **Annexure A**.

In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the resolution for appointment of Mr. Ashutosh Chandraprakash Tiwari as an Independent Director is now placed for the approval of the Members by a **Special Resolution** set out in Item No. 3 of the accompanying Notice for approval of the Members.



Save and except Mr. Ashutosh Chandraprakash Tiwari and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice. He is not related to any other Director/KMP of the Company.

Accordingly, the Board of Directors recommends the **Special Resolution** set out at Item no. 3 of the notice for the approval of the Members.

**Item No. 4**

**To re-appoint Mr. Chintan Shah (DIN: 08335669) as an Independent Director.**

Mr. Chintan Shah (DIN: 08335669) was appointed as an Independent Director on the Board of the Company, pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 by the Members at the 32<sup>nd</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2019 for a term of 5 (five) consecutive years. His first term as Independent Director of the Company was up-to 15<sup>th</sup> January, 2024 ("first term") pursuant to the provisions of Section 149(10) and (11) of the Act.

The Nomination and Remuneration Committee ("NRC") at its Meeting held on 08<sup>th</sup> November, 2023 on the basis of performance of Mr. Chintan Shah (DIN: 08335669) and taking into account the extensive knowledge of Gems and Jewellery Industry, vast experience and understanding of the business and contribution made by Mr. Chintan Shah (DIN: 08335669) during his tenure, has recommended to the Board that his continuation as Independent Director of the Company would be beneficial to the Company.

The performance evaluation of Mr. Chintan Shah (DIN: 08335669) was based on various criteria, inter-alia, including attendance at Board and Committee Meetings, skill, experience, ability to challenge views of others in a constructive manner, knowledge acquired with regard to the Company's business, understanding of industry and global trends etc.

Consequently, the Board of Directors in its meeting held on 08<sup>th</sup> November, 2023 taking into the consideration the requisite skills and capabilities that Mr. Chintan Shah (DIN: 08335669) possesses, has approved and recommended to the Members the re-appointment of Mr. Chintan Shah (DIN: 08335669) as an Independent Director for the second term of 5 (five) consecutive years not liable to retire by rotation commencing from 16<sup>th</sup> January, 2024 to 15<sup>th</sup> January, 2029 (both days inclusive).

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

The Company has received a declaration from Mr. Chintan Shah (DIN: 08335669) confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Further, Mr. Chintan Shah (DIN: 08335669) has confirmed that he is not disqualified from being appointed as a Director in terms of the provisions of Section 164 of the Act and has given his consent to act as Director. He is also not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

He is in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.minidiamonds.net/> and would also be made available for inspection to the Members of the Company up-to the date of AGM.

In the opinion of the Board based on the its evaluation, Mr. Chintan Shah (DIN: 08335669), fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management.

Brief profile and disclosures as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") is annexed to this Notice as **Annexure A**.

In compliance with the provisions of Section 149 of the Act read with Schedule IV to the Act, Regulation 17 of the Listing Regulations and other applicable provisions of the Act and Listing Regulations, the resolution for appointment of Mr. Chintan Shah (DIN: 08335669) as an Independent Director is now placed for the approval of the Members by a **Special Resolution** set out in Item No. 4 of the accompanying Notice for approval of the Members.



Save and except Mr. Chintan Shah (DIN: 08335669) and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. He is not related to any other Director / KMP of the Company.

Accordingly, the Board of Directors recommends the **Special Resolution** set out at Item no. 4 of the notice for the approval of the Members.

**By order of the Board of Directors  
For Mini Diamonds (India) Limited**

**Sd/-**

**Upendra Shah  
Chairman & Managing Director  
DIN: 00748451**

**Date: 04<sup>th</sup> September, 2024**

**Place: Mumbai**

**Registered Office:**

DW-9020, Bharat Diamond Bourse,  
Bandra Kurla Complex,  
Bandra East, Mumbai 400051


**ANNEXURE – A TO NOTICE**

In pursuance of the provisions of Regulation 36 of the Listing Regulations and SS-2 issued by the ICSI, details of Director seeking appointment/re-appointment vide Item No. 2, 3 and 4 at the ensuing Annual General Meeting (AGM) is as below:

Item No. 2, 3 and 4:

Name of Director	Mr. Upendra Narottamdas Shah	Mr. Ashutosh Chandraprakash Tiwari	Mr. Chintan M Shah
DIN	00748451	10743984	08335669
Category	Chairman & Managing Director	Non-Executive, Independent Director	Non-Executive, Independent Director
Date of Birth (Age)	26/02/1947 (77 Years)	23/03/1974 (50 Years)	11/02/1983 (41 Years)
Nationality	Indian	Indian	Indian
Qualification	Graduate	A bachelor's degree in Arts, from the Allahabad University, Uttar Pradesh	A bachelor's degree of Commerce, from the Bangalore University, Karnataka
Profession	Business	Business	Business
Experience (including expertise in specific functional area) / Brief Resume	More than 50 years' experience in Gems and Jewellery Industry and vast experience, knowledge in management of business.	More than 25 years' experience in Gems and Jewellery Industry. Vast experience, knowledge and understanding of manufacturing of jewellery and related activities.	More than 18 years' experience in Gems and Jewellery Industry. Vast experience, knowledge and understanding of polish procurement and related activities.
Terms and Conditions for appointment/ re-appointment	Chairman & Managing Director, liable to retire by rotation. Re-appointed as the Chairman & Managing Director of the Company in the 35 <sup>th</sup> AGM held on 30 <sup>th</sup> September, 2022.	Appointment as an Independent Director for a period of 5 years commencing from 4 <sup>th</sup> September, 2024 to 3 <sup>rd</sup> September, 2029 (both days inclusive) [Refer Item No. 3 of the Notice and Explanatory Statement]	Re-appointment as an Independent Director for a period of 5 years commencing from 16 <sup>th</sup> January, 2024 to 15 <sup>th</sup> January, 2029 (both days inclusive) [Refer Item No. 4 of the Notice and Explanatory Statement]
Remuneration last drawn (including sitting fees, if any)	INR 12,02,500/-	Not Applicable, since appointed on the Board with effect from 04 <sup>th</sup> September, 2024	Nil
Remuneration proposed to be paid	INR 20,00,000/-	Nil, except sitting fees, if any	Nil, except sitting fees, if any
Date of first appointment on the Board	12 <sup>th</sup> May, 1987	04 <sup>th</sup> September, 2024	16 <sup>th</sup> January, 2019
Number of meetings of the Board attended during the financial year 2023-24	9 (Nine)	Not Applicable, since appointed on the Board with effect from 04 <sup>th</sup> September, 2024	9 (Nine)



Name of Director	Mr. Upendra Narottamdas Shah	Mr. Ashutosh Chandraprakash Tiwari	Mr. Chintan M Shah														
Shareholding in the Company	1,000 Equity Shares	Do not hold any Equity Shares in the Company.	Do not hold any Equity Shares in the Company.														
Chairmanships/ Memberships of the Committees of the Board of the Company as on 31 <sup>st</sup> March, 2024	<table><tr><th>Name of Committee</th><th>Category</th></tr><tr><td>Audit Committee</td><td>Member</td></tr><tr><td>Stakeholders' Relationship Committee</td><td>Member</td></tr></table>	Name of Committee	Category	Audit Committee	Member	Stakeholders' Relationship Committee	Member	Not Applicable, since appointed on the Board with effect from 04 <sup>th</sup> September, 2024	<table><tr><th>Name of Committee</th><th>Category</th></tr><tr><td>Audit Committee</td><td>Chairman</td></tr><tr><td>Nomination &amp; Remuneration Committee</td><td>Chairman</td></tr><tr><td>Stakeholders' Relationship Committee</td><td>Chairman</td></tr></table>	Name of Committee	Category	Audit Committee	Chairman	Nomination & Remuneration Committee	Chairman	Stakeholders' Relationship Committee	Chairman
	Name of Committee	Category															
	Audit Committee	Member															
	Stakeholders' Relationship Committee	Member															
Name of Committee	Category																
Audit Committee	Chairman																
Nomination & Remuneration Committee	Chairman																
Stakeholders' Relationship Committee	Chairman																
Name of entities in which the Directorships is held	Do not hold directorship in any other company.	Do not hold directorship in any other Company	Do not hold directorship in any other Company														
Chairmanships/ Memberships of the Committees of the Board of Directors of other Company	Do not hold Chairmanships/ Memberships of the Committees in any other Company	Do not hold Chairmanships/ Memberships of the Committees of other Companies	Do not hold Chairmanships/ Memberships of the Committees of other Companies														
Listed entities from which the director has resigned in past 3 years	Nil	Nil	Nil														
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Not applicable	As per the resolution at Item no. 3 of this Notice read with the explanatory statement thereto.	As per the resolution at Item no. 4 of this Notice read with the explanatory statement thereto.														
Relationship between Directors inter-se	Father of Mr. Ronish U Shah, Executive Director of the Company	Not related to any other Director/KMP of the Company	Not related to any other Director/KMP of the Company														





## MINI DIAMONDS (INDIA) LIMITED

### MINI DIAMONDS (INDIA) LIMITED

CIN: L36912MH1987PLC042515

DW-9020, Bharat Diamond Bourse, Bandra Kurla Complex,

Bandra (East) Mumbai, Maharashtra 400051,

Tel: 022 2363 1334 / 2364 0111 | FAX: 2363 2308

E-mail: accounts@minidiamonds.net | Website: www.minidiamonds.net

#### ATTENDANCE SLIP

Annual General Meeting on Monday, 30<sup>th</sup> September, 2024 9.30 a.m. (IST)

Client ID No.:
DP ID No.:
Folio No.:
Name(s) of the Shareholder(s)/ Proxy (IN BLOCK LETTERS):
Name(s) of Joint Member(s), if any
No. of Shares held:

I/We certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/We hereby record my/our presence at the **37<sup>th</sup> (Thirty Seventh)** Annual General Meeting of Mini Diamonds (India) Limited, at DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India on Monday, 30<sup>th</sup> September, 2024 at 9.30 a.m. (IST)

Signature of Shareholder/ Proxy Present .....

**Date:**

Signature of Joint holder(s).....

**Place:**

**Notes:**

1. Please sign this attendance slip and hand it over at the meeting venue.
2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.


**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: L36912MH1987PLC042515

Name of the Company : Mini Diamonds (India) Limited

Registered office : DW-9020, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai - 400051

Name of the Member :

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

Sr. No.	Name	Address	E-mail ID	Signature
1.				
2.				
3.				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **37<sup>th</sup> Annual General Meeting** of the Company, to be held on **Monday, 30<sup>th</sup> September, 2024** at 9.30 a.m (IST) at DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For	Against
	<b>Ordinary Business:</b>		
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2024, including the audited Balance sheet as on that date, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.		
2	To re-appoint Mr. Upendra Narottamdas Shah (DIN: 00748451), as a Director liable to retire by rotation and, being eligible, offers himself for re-appointment.		
	<b>Special Business:</b>		
3	To appoint Mr. Ashutosh Chandraprakash Tiwari (DIN:10743984) as an Independent Director.		
4	To re-appoint Mr. Chintan Shah (DIN: 08335669) as an Independent Director.		

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2024

Signature of Shareholder Signature of Proxy holder(s): \_\_\_\_\_

Revenue stamp  
to be affixed

**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.
- As provided under Regulation 44 of the Listing Regulations, shareholder may vote either for or against each resolution.



**Route MAP of Annual General Meeting (AGM)**

