



Mini Diamonds (India) Ltd.

Unit No.:1 Hjtex Industries, S.V. Road, B.H.D Dahisar Petrol Pump, Dahisar (East) Mumbai - 400068.
Email: accounts@minidiamonds.net Phone: 022 4964 1850, CIN: L36912MH1987PLC042515

Date: 26/05/2022

To,
The Manager,
Listing Department,
The Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Dear Sir/Madam,

Scrip Code: 523373

Subject: Notice of 01st Extra-Ordinary General Meeting of the Company for FY 2022-23

This is with reference to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith Notice of 1st Extra-Ordinary General Meeting to be held on Friday, 17th June, 2022 at 08.00 a.m. for the Financial Year 2022-23.

This is for your kind information and record.

Kindly acknowledge the receipt of the same.

Thanking you,

Your faithfully,

For Mini Diamonds (India) Limited



Upendra Narottamdas Shah
Managing Director
DIN: 00748451



Mini Diamonds (India) Ltd.

Unit No.:1 Hitex Industries, S.V. Road, B.H.D Dahisar Petrol Pump, Dahisar (East) Mumbai - 400068.
Email: accounts@minidiamonds.net Phone: 022 4964 1850, CIN: L36912MH1987PLC042515

NOTICE

NOTICE is hereby given that an 01st Extraordinary General Meeting ("EGM") of the Members of **MINI DIAMONDS (INDIA) LIMITED** (hereinafter referred to as "Company") will be held on Friday, 17th June, 2022 at 08.00 am (IST) at DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India to transact the following business:

SPECIAL BUSINESS:

- 1. Increase the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum of Association of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and subject to the provisions of the Articles of Association of the Company, the consent of the Members be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakhs) divided into 35,00,000 (Thirty-Five Lakhs) Equity Shares of Rs. 10/- (Ten) each to Rs. 13,50,00,000 (Rs. Thirteen Crores Fifty Lakhs Only) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs) Equity Shares of Rs. 10/- each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 13,50,00,000 (Rupees Thirteen Crores Fifty Lakhs only) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs Only) equity shares of Rs. 10/- (Rupees Ten only) each. The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attached thereto respectively such preferential, deferred, qualified or other special rights,

privileges, conditions or restrictions in such manner as may for the time being permitted the Articles of Association of the company or the legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

2. **To increase the borrowing limit upto Rs. 75,00,00,000 (Rs. Seventy-Five Crores only) together with the money already borrowed by the company apart from the temporary loans obtain from the Company's bankers in the ordinary course of business.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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 read with any other rules and provisions made thereunder, (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to borrow money upto Rs. 75,00,00,000 (Rs. Seventy-Five Crores Only) together with the money already borrowed by the company apart from the temporary loans obtain from the Company's bankers in the ordinary course of business.

RESOLVED FURTHER THAT the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company

but not limited to settle any questions or resolve difficulties that may arise in this regard.

3. **To increase the limit of advancing any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is an associate group Company (in which any director is deemed to be interested) up to an aggregate sum of Rs. 75,00,00,000 (Rs. Seventy-Five Crores Only)**

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

"RESOLVED THAT pursuant to Section 185 of the Companies Act, 2013, the consent of the members of the company be and is hereby accorded to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is an associate group Company (in which any director is deemed to be interested) up to an aggregate sum of Rs. 75,00,00,000 (Rs. Seventy-Five Crores Only) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilised by the borrowing company for its principal business activities subject to shareholders of the company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

4. **To increase the limit of loan and investment made by the company up to an aggregate sum of Rs. 75,00,00,000 (Rs. Seventy-Five Crores Only)**

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

"RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, the consent of the members of the company be and is hereby accorded to make loans or investments,

in one or more trenches by subscription, purchase or otherwise in subsidiary/ies/ any body/ bodies corporate in India or abroad (existing or which may be promoted/incorporated), in any kind of securities, or by providing of guarantee or security in connection with a loan made by any other person to any subsidiary/ies/ anybody/ bodies corporate in India or abroad (existing or which may be promoted/incorporated) up to an aggregate sum of Rs. 75,00,00,000 (Rs. Seventy-Five Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

5. **To appoint Mr. Narayanbhai Pragjibhai Kevadia (DIN: 09539202) as the Non-Executive, Non-Independent Director of the Company with effect from 18th June, 2022**

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

"RESOLVED THAT in accordance with, the provisions of Sections 149, 152, 160, 161 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Member be and is hereby accorded to appoint Mr. Narayanbhai Pragjibhai Kevadia (DIN: 09539202), as Non-Executive, Non Independent Director, who was appointed as an Additional Director, Non-Executive, Non Independent Director of the Company with effect from 21.03.2022 by the Board and his period of office will be liable to determination by retirement of directors by rotation."

RESOLVED FURTHER THAT the purpose of giving effect to this Resolution, the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any

officer/executive/representative and/or any other person so authorized by the Board, be and is hereby authorized severally, on behalf of the Company, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company but not limited to settle any questions or resolve difficulties that may arise in this regard."

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

**Sd/ -
Upendra Narottamdas Shah
Managing Director
DIN: 00748451**

**Place: Mumbai
Date: 26/05/2022**

NOTES:

1. The term 'Member' has been used to denote Shareholders whose names are duly registered in the Register of Members of Mini Diamonds (India) Limited.
2. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. The Instrument appointing a proxy must be deposited with the Company at its Registered Office, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy, on behalf of not more than fifty members, holding in aggregate not more than ten percent of the total share capital of the Company, carrying voting rights. Members holding more than ten percent of the total share capital of the Company, carrying voting rights may appoint a single person as a proxy, who shall not act as a proxy for any other Member. Attendance Slip, Proxy Form and the Route Map along with a prominent landmark of the venue of the Meeting are annexed with this Notice of EGM.
3. Members/ Proxies attending the Meeting must carry with them, duly signed and stamped Attendance Slip and deposit it at the entrance of the venue of the Meeting. Members are also requested to carry their copy of the Notice of EGM, to the Meeting.
4. Prior to 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time, during the business hours of the Company.
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Hence, Members holding shares in demat form are requested to submit the PAN to their Depository Participants. Members holding shares in physical form can submit their PAN to Company's Registrar and Transfer Agent ("RTA") Purva Shareregistry India Pvt Ltd.
6. During the EGM, the Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members. The Statutory Registers, as required to be maintained under the provisions of the Companies Act, 2013, and other relevant documents referred to in the Notice will be available for inspection by the Members at the Registered

Office of the Company on all working days, up to the date of the Meeting (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m.

7. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of Extra Ordinary General Meeting so that the information required can be made available at the Meeting.
8. Pursuant to Section 113 of the Companies Act, 2013, Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company, a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
9. Voting rights of the Members for voting through remote e-voting shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 10th June, 2022. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories as on the cut-off date i.e. 10th June, 2022 shall only be entitled to avail the facility of remote e-voting.
10. Members holding shares in DEMAT form are requested to intimate any change in their address and/or bank mandates immediately to their Depository Participants. Members holding shares in physical form are requested to intimate any change in their address and / or bank mandates to Company / Company's RTA i.e. Purva Shareregistry India Pvt. Ltd.
11. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management in this regard. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Purva Shareregistry India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
12. In compliance with MCA Circulars and SEBI Circular SEBI/HO/ CFD /CMD1 / CIR/P/2020/79 dated 12th May, 2020, Notice of the Extra Ordinary General Meeting is being sent only through electronic mode to those Members whose e-mail Id's are registered with the Depository/the Company's RTA. EOGM Notice will be also available on the website of the Company at <http://www.minidiamonds.net/mdil-financial-info/mini-diamonds-financial-info.htm>.

13. Members can avail of the nomination facility by filing Form SH-13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Depository Participant, in case the shares are held in demat form and with Company's RTA, in case the shares are held in physical form. Blank forms will be provided by the Company, on request.

14. VOTING THROUGH ELECTRONIC MEANS:

- a. 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 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at EOGM by electronic means.
- b. The remote e-voting period will commence at 09.00 A.M. on 14th June, 2022 and will end at 05.00 P.M. on 16th June, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.
- c. In addition, the facility for voting through electronic voting system shall also be made available at the EGM and the Members attending the EGM who have not cast their vote by remote e-voting shall be eligible to vote at the EGM. The Company has appointed Mr. Pramod S. Shah, Practicing Company Secretary (CP No. 3804), to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
- d. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favor or against and invalid votes, if any, to the Chairman/ Managing Director of the Company or in his absence to any other Director authorized by the Board of Directors, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman/ Managing Director within 48 hours from the conclusion of the EGM at the Registered Office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the EGM.
- e. The result declared along with the Scrutinizer's Report will be displayed on the notice board of the Company at its Registered Office and placed on the

Company's website. The result shall also be submitted with BSE Limited, where the Company's shares are listed.

15. PROCEDURE FOR REMOTE E-VOTING:

The Company has entered into an arrangement with CDSL for facilitating remote e-voting for EOGM. The instructions for remote e-voting are as under:

For Members whose e-mail address is registered with the Company/ Depositories:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. 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. 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 (in Capital) (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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 8 digits of the demat account / folio number in the PAN field. 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 letter. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company's records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or the Company, please enter the Member Id / Folio Number

	in the Dividend Bank details field as mentioned in instruction (v).
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- vi. After entering these details appropriately, click on **"SUBMIT"** tab.
- vii. Members holding shares in physical form will then directly reach 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.
- viii. For Members 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** 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. Note for Non – Individual Shareholders and Custodians
 - o Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as a Corporate.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be e-mailed to helpdesk.evoting@cdslindia.com.
 - o 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.

- The list of accounts linked in the login should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution OR 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.

For Members whose e-mail address is not registered with the Company/Depositories:

Members will receive a Ballot Form along with the Notice of EGM. They have two options:

- I. To opt for remote e-voting, follow the steps mentioned in Sr. No. (i) To Sr. No. (xiv) above, to cast their votes.
 - II. To opt for voting by Physical Ballot. Those Members who choose to cast their vote by a Physical Ballot should fill in the Ballot Form and post it to the Company at the address mentioned in the Business Reply Envelope.
16. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
17. For convenience of the Members and proper conduct of the Meeting, entry to the Meeting venue will be regulated by Attendance Slip, which is enclosed with this Notice of EGM. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the Registration Counter at the venue.
18. All documents referred to in the accompanying Notice shall be open for inspection without any fee at the Registered Office of the Company during working hours on all working days (except Saturdays, Sundays and Public Holidays between 11:00 a.m. to 01:00 p.m., up to and including the date of the EOGM of the Company.

Date: 26/05/2022

Place: Mumbai

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

**Sd/ -
Upendra Narottamdas Shah
Managing Director
DIN: 00748451**

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

Item No. 1

The existing Authorised Share Capital of the Company is Rs. 3,50,00,000 (Rupees Three Crores Fifty Lakhs only) divided into 35,00,000 (Thirty-Five Lakhs) equity shares of Rs. 10/- each.

It is necessary to increase the authorized share capital of the Company as the present authorised capital is not sufficient for additional issue.

In view of the above, the Board of the Directors at its meeting dated 24th May, 2022 have decided that the authorized share capital of the Company be increased upto Rs. 13,50,00,000 (Rupees Thirteen Crore Fifty Lakhs only) divided into 1,35,00,000 (One Crore Thirty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten only) and alteration of the Capital Clause of the Memorandum of Association of the Company, as set out at Item No. 1 of this notice for approval of the Members of the Company.

Accordingly, any increase in the Authorised Share Capital and the consequent amendment in the Capital Clause i.e. Clause V of the Memorandum of Association as per the provisions of Sections 61(1)(a) and 13 of the Companies Act, 2013 read with the applicable Rules thereunder requires the consent of the shareholders at a general meeting by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Ordinary resolution as set out in Item no. 1 of the Notice.

Item No. 2

Keeping in view the Company's long term strategic and business objectives, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company.

Accordingly, any increase the borrowing limit upto Rs. 75,00,00,000 (Rs. Seventy-Five Crores only) together with the money already borrowed by the company apart from the temporary loans obtain from the Company's bankers in the ordinary course of business as per the provisions of Section 180(1)(C) of the Companies Act, 2013 read with the applicable Rules thereunder requires the consent of the shareholders at a general meeting by way of an Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 2 of the accompanying notice.

Item No. 3

In terms of the amended Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested subject to the condition that approval of the shareholders of the Company is obtained by way of Special Resolution and requisite disclosures are made in the Explanatory Statement.

The Company's associates and group Companies explore various options to raise funds through loan / issuance of debentures / bonds etc, which may be backed by corporate guarantee of the Company. The proceeds raised by the associates and group Companies of the Company would be utilized for their principal business activities

This will also enable the Company to provide the requisite corporate guarantee or security in relation to raising of loans / debentures / bonds etc. by the said associates and group Companies, as and when it is raised.

Accordingly, advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is an associate group Company (in which any director is deemed to be interested) up to an aggregate sum of Rs. 75,00,00,000 (Rs. Seventy-Five Crores Only) in their absolute discretion deem beneficial and in the interest of the Company as per the provisions of Section 185 of the Companies Act, 2013 read with the applicable Rules thereunder requires the consent of the shareholders at a general meeting by way of a Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned or interested in the aforesaid special resolution set out at Item No. 3 of this Notice, save and except to the extent of their Directorship / Shareholding, if any, in the entity mentioned in the said resolution.

Item No. 4

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

Accordingly, any loans or investments, in one or more trenches by subscription, purchase or otherwise in subsidiary/ies/anybody/bodies corporate in India or abroad (existing or which may be promoted/incorporated), in any kind of securities, or by providing of guarantee or security in connection with a loan made by any other person to any subsidiary/ies/ anybody/ bodies corporate in India or abroad (existing or which may be promoted/incorporated) up to an aggregate sum of Rs. 75,00,00,000 (Rs. Seventy-Five Crores Only) as per the provisions of Section 186 of the Companies Act, 2013 read with the applicable Rules thereunder requires the consent of the shareholders at a general meeting by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 4 of the accompanying notice.

Item No. 5

The Board of Directors of the company had appointed Mr. Narayanbhai Pragjibhai Kevadia (DIN: 09539202) as an Additional (Non-Executive) Director of the Company with effect from March 21, 2022, pursuant to the provisions of the Section 149, 150, 152, 160 & 161 of the Companies Act, 2013 read with the rules framed there under and being eligible for reappointment as a Director of the Company.

Considering the knowledge and experience of Mr. Narayanbhai Pragjibhai Kevadia, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Narayanbhai Pragjibhai Kevadia as a Non-Executive, Non-Independent Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Narayanbhai Pragjibhai Kevadia (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) Notice of Interest by Director in Form MBP-1 in terms of Companies (Meetings of Boards and its Powers) Rules 2014 under sub-section (1) of Section 184 of the Companies Act, 2013 and (iii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Following are the details of Mr. Narayanbhai Pragjibhai Kevadia (DIN: 09539202) in accordance with para 1.2.5 of the Secretarial Standards on General Meetings (SS-2) and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Sr. No.	Particulars	Details
1	Age	57
2	Date of Birth	13/09/1964
3	Qualification	Graduation
4	Experience	Experience of 37 years in rough diamonds and polished diamonds.
5	Terms and Conditions of Appointment	As per provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
6	Remuneration sought to be paid	N.A.
7	Remuneration last drawn	N.A.
8	Date of first appointment on the Board	21/03/2022
9	Details of Shareholding in the Company	Nil
10	Details of relationship with other Directors, Managers and Key Managerial Personal of the Company	Nil
12	Details of Directorship in other Companies	Nil

13	Membership / Chairmanship of Committees of other Company's Board	Nil
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Accordingly, the Board of Directors recommends the passing of the above resolution as an Ordinary Resolution set out in the Item no. 5 of the notice for appointment of Mr. Narayanbhai Pragjibhai Kevadia.

Save and except Mr. Narayanbhai Pragjibhai Kevadia, (09521916) being an appointee, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

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

Sd/ -
Upendra Narottamdas Shah
Managing Director
DIN: 00748451

Place: Mumbai
Date: 26/05/2022

MINI DIAMONDS (INDIA) LIMITED

**Unit No /1 Gr. Floor, Hitex Industries S. V. Road, B.H.D Dahisar Petrol Pump,
Dahisar (East) Mumbai, Maharashtra 400068, India.**

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

E-mail: minidiamonds@yahoo.com|Website: www.minidiamonds.net

CIN: L36912MH1987PLC042515

ATTENDANCE SLIP

**(PLEASE FILL ATTENDANCE SILP AND HAND IT OVER AT THE ENTRANCE OF THE
MEETING HALL)**

01st Extra Ordinary General Meeting 17th June, 2022

Details of Shareholder:
No. of Shares held:
Client ID No.:
DP ID No.:
Folio No.:
Name(s) of the Shareholder(s)/ Proxy (IN BLOCK LETTERS):
Address:

I/We hereby record my/our presence at the 01st Extra Ordinary General Meeting of the Mini Diamonds (India) Limited (including adjournment thereof) at DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India held on Friday, 17th June, 2022 at 08.00 A.M.

Signature of Shareholder/ Proxy Present

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 : Unit No /1 Gr. Floor, Hitex Industries S.V.Road, B.H.D,
Dahisar Petrol Pump, Dahisar (East), Mumbai, Maharashtra
400068, India

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 01st Extra Ordinary General Meeting of the Mini Diamonds (India) Limited at DW-9020 Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India held on Friday, June 17, 2022 at 08.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To Increase the Authorized Share Capital of the Company and consequential amendment of the Capital Clause in the Memorandum of Association of the Company.
2. To increase the borrowing limit upto Rs. 75,00,00,000 (Rs. Seventy-Five Crores only) together with the money already borrowed by the company apart from the temporary loans obtain from the Company's bankers in the ordinary course of business.
3. To increase the limit of advancing any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is an associate group Company (in which any director is deemed

to be interested) up to an aggregate sum of Rs. 75,00,00,000 (Rs. Seventy-Five Crores Only)

4. To increase the limit of loan and investment made by the company up to an aggregate sum of Rs. 75,00,00,000 (Rs. Seventy-Five Crores Only)
5. To appoint Mr. Narayanbhai Pragjibhai Kevadia (DIN: 09539202) as the Non-Executive, Non-Independent Director of the Company with effect from 18th June, 2022.

Signed this..... Day of2022

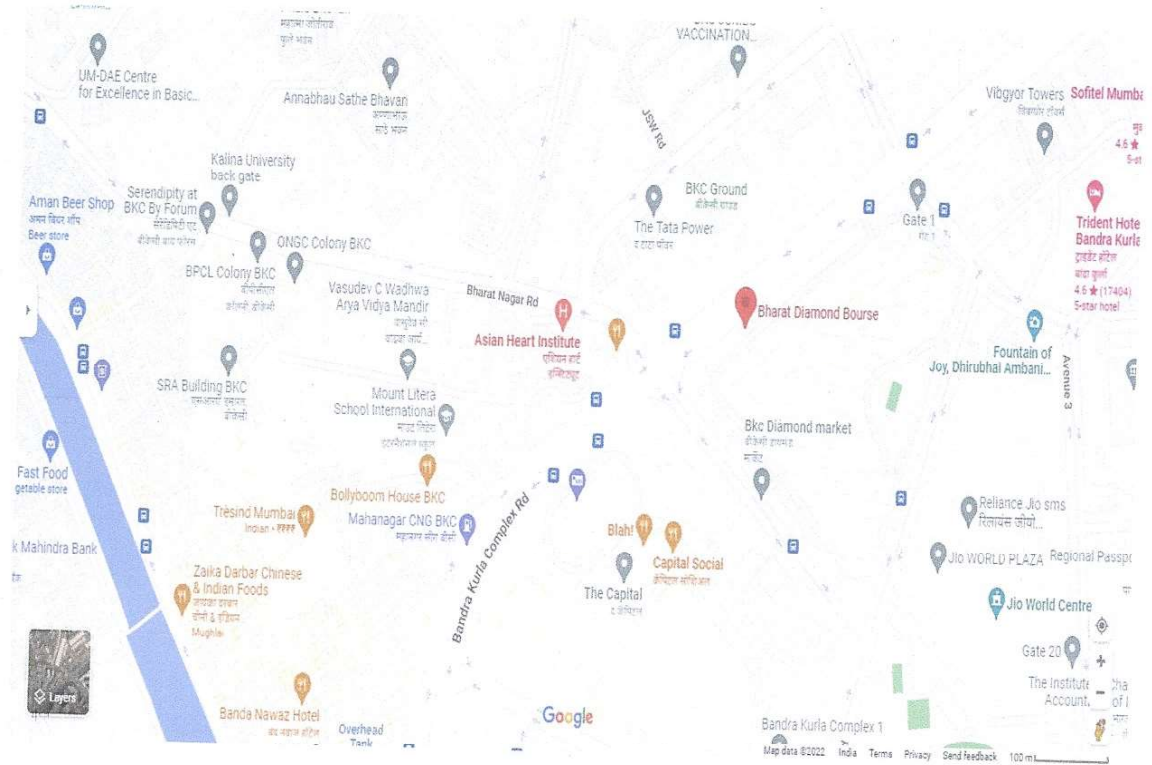
Signature of Shareholder

Affix
Revenue
Stamp

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, before the commencement of the Meeting.

ROUTE MAP TO THE VENUE



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

**Sd/-
Upendra Narottamdas Shah
Managing Director
DIN: 00748451**

**Place: Mumbai
Date: 26/05/2022**