MINI DIAMONDS (INDIA) LIMITED
CIN: L36912MH1987PLC042515
Registered Office: DW-9020, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra, India
Contact: 022-49641850 **E-mail:** accounts@minidiamonds.net
Website: www.minidiamonds.net

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (**"EGM"**) of the Members of Mini Diamonds (India) Limited (**"Company"**) will be held on Friday, August 07, 2026 at 09:30 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 business:

Special Business:

1. **To approve the issuance of convertible warrants on preferential basis to the persons belonging to Promoter and Promoter Group of the Company:**

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

   "RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (**"the Act"**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (**"SEBI ICDR Regulations"**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (**"SEBI Listing Regulations"**), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (**"SEBI SAST Regulations"**) and in accordance with other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**") and/ or any other competent authorities (hereinafter collectively referred to as "**Applicable Regulatory Authorities**") to the extent applicable including the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited ("**Stock Exchange**"), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alteration(s), modification(s), condition(s), correction(s), change(s) and variation(s) that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot up-to 1,11,00,000 (One Crore Eleven Lakhs) Convertible Warrants (**"Warrants"**), each convertible into 1 (One) fully paid-up equity share of face value of INR 2/- (Indian Rupees Two Only) each, at a price of INR 8/- (Indian Rupees Eight Only) (including a premium of INR 6/-) per Warrant (**"Warrant Issue Price"**), which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations, aggregating up-to INR 8,88,00,000/- (Indian Rupees Eight Crores and Eighty Eight Lakhs Only), in one or more tranches, to the Proposed Allottees as listed in the table below, as per the particulars stated therein, by way of preferential issue on private placement basis (**"Preferential Allotment"**), for cash consideration, in accordance with applicable laws:

Sr. No.	Name of Proposed Allottees	Category of the proposed allottees	Maximum Number of Warrants to be issued and allotted	Consideration Amount (in INR) #
1.	Upendra Narottamdas Shah	Promoter, Individual	55,50,000	4,44,00,000
2.	Ronish U Shah	Promoter Group, Individual	55,50,000	4,44,00,000
Total			**1,11,00,000**	**8,88,00,000**

#a) considering full conversion of warrants issued on preferential basis

b) 25% of the total consideration amount shall be paid by the allottees on or before the allotment of warrants and balance consideration i.e. 75% shall be paid at the time of conversion of the Warrants into Equity Shares.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of calculating the floor price for the Preferential Allotment of issue of Warrants is Wednesday, July 08, 2026, being the date that is 30 (Thirty) days prior to the date of the EGM i.e. Friday, August 07, 2026.

RESOLVED FURTHER THAT the Warrants being offered, issued and allotted to the Proposed Allottees by way of Preferential Allotment shall *inter-alia* be subject to the following terms and conditions:

a) The Allotment of Warrants shall be made in dematerialized form only;

b) INR 2/- (Indian Rupees Two Only), being 25% of the Warrant Issue Price ("**Warrant Subscription Price**"), shall be payable at the time of subscription to each Warrant, and the remaining INR 6/- (Indian Rupees Six Only), being 75% of the Warrant Issue Price, shall be payable by the Warrant holder at the time of conversion of the Warrants (such 75% being the "**Warrant Conversion Price**");

c) The Warrant Holders shall make payment of Warrant Subscription Price and Warrant Conversion Price to the Company from their own bank account;

d) The Company has obtained the Permanent Account Number of the Proposed Allottees;

e) The Warrants so offered, issued and allotted shall not exceed the number of Warrants as approved hereinabove;

f) The Equity Shares allotted to the Proposed Allottees, on conversion of the Warrants shall be in dematerialized form and shall rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company;

g) The Warrants shall not carry any voting rights until they are converted into Equity Shares;

h) The Warrant Issue Price and/or the number of Equity Shares to be allotted on conversion of the Warrants shall be appropriately adjusted if the Company undertakes any of the actions identified in Regulation 166 of Chapter V of the SEBI ICDR Regulations prior to the conversion of the Warrants;

i) The Warrants may be converted by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted. The Board shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form, subject to receipt of the aggregate Warrant Conversion Price from the Warrant holder to the designated bank account of the Company;

j) In the event that the Warrant holder does not convert the Warrants within the period of 18 (Eighteen) months from the date of allotment of the Warrants, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire, the unconverted Warrants shall lapse, and the amount paid by the Warrant holder on such Warrants shall stand forfeited;

k) The Warrants and the resultant Equity Shares allotted on conversion of such Warrants shall be subject to applicable lock-in requirements for such period as specified in Chapter V of the SEBI ICDR Regulations;

l) The entire pre-preferential allotment shareholding of the Proposed Allottee(s) in the Company shall be subject to lock-in for such period as specified in Chapter V of the SEBI ICDR Regulations;

m) The Warrants shall be issued and allotted by the Company to the Proposed Allottees within a period of 15 (Fifteen) days from the date of the special resolution approving the Preferential Allotment or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, as amended from time to time or where the allotment of the Warrants is pending on account of pendency of any approval for the Preferential Allotment/ for such allotment by any regulatory/ statutory authority(ies) (including but not limited to the in-principle approval of the Stock Exchange), the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval;

n) The Equity Shares allotted on conversion of Warrants will be listed on BSE Limited and, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

Without prejudice to the generality of the above, the Preferential Allotment shall be subject to the terms and conditions as contained in the explanatory statement given under Section 102 of the Act and Regulation 163 of SEBI ICDR Regulations annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the SEBI ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members of the Company, and expedient and to record the names of Proposed Allottees/Investors be recorded for the issue of invitation to subscribe to the Warrants and to make an offer to the Proposed Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Act), without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to Warrants.

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application for Warrants pursuant to this preferential issue/private placement shall be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation(s) (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants and Equity Shares to be allotted upon conversion of Warrants to the Proposed Allottees for effecting any modification(s), change(s), variation(s), alteration(s), addition(s) and/or deletion(s) to the Preferential Allotment as may be required by any regulatory or other authority(ies) or agency(ies) involved in or concerned with the issue of Warrants and for determining and making any changes to the form, terms and timing of the Preferential Allotment, and the number of Warrants and Equity Shares to be allotted upon conversion of Warrants, (ii) making applications to the stock exchange for obtaining in-principle approval, (iii) listing of resultant Equity Shares upon conversion of Warrants, (iv) filing requisite documents with the MCA and other regulatory authorities, (v) filing of requisite documents with the Depositories, (vi) to resolve and settle any questions and difficulties that may arise in the Preferential Allotment, (vii) issue and allotment of the Warrants and Equity Shares upon conversion of Warrants, (viii) to determine, finalise and vary utilisation of the proceeds of the Preferential Allotment, in accordance with applicable laws, (ix) to finalise, sign, modify and execute all documents/ declarations/ undertakings/ certificates in respect of the Preferential Allotment, as required under applicable laws, (x) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more director(s), officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors, intermediaries and Legal Advisors to give effect to the aforesaid resolution and further to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board
For Mini Diamonds (India) Limited
Sd/-
Archana Rajesh Agarwal
Company Secretary and Compliance Officer
Membership No.: A36704

Date: July 09, 2026
Place: Mumbai

Registered Office:
DW-9020, Bharat Diamond Bourse,
Bandra Kurla Complex, Bandra East,
Mumbai 400051, Maharashtra, India.
Tel. No.: 022 49641850
E-mail ID: accounts@minidiamonds.net
Website: www.minidiamonds.net

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") 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 EGM.

   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 EGM. 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 EGM.

   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 EGM.

2. Institutional/Corporate Members intending to attend the EGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and/or 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 or physically at the Registered Office of the Company addressed to the Company Secretary at least 48 (Forty-Eight) hours before the EGM.

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 Notice.

5. Members seeking any information on the business to be transacted at the EGM are requested to mail to the Company at 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 EGM.

6. The documents referred to in the Notice, for which this Members' approval is being obtained 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 EGM, i.e. August 07, 2026. Members are requested to write to the Company for inspection of the said documents at compliance@minidiamonds.net.

7. An Explanatory Statement pursuant to the provisions of Section 102 of the Act, as amended from time to time, setting out all the material facts relating to the aforesaid Resolution and the reasons thereof, forms part of this Notice.

8. In accordance with the MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only through electronic mode to those Members whose names appear in the Register of Members/Beneficial Owners maintained by the Depositories as on **Friday, July 10, 2026** and whose e-mail address is registered with Company/Depository Participant(s)/ Registrar and Transfer Agent. Members may note that the Notice is available on the Company's website www.minidiamonds.net website of the Stock Exchange, i.e. BSE Limited i.e. www.bseindia.com and on the website of Registrar and Transfer Agent i.e. Purva Sharegistry (India) Private Limited (**"RTA/PURVA"**) i.e. https://evoting.purvashare.com/.

9. Members whose names appear on the Register of Members/Beneficial Owners maintained by the Depositories/ Registrar and Transfer Agent as on the Cut-off date i.e. **Friday, July 31, 2026** will be considered for the purpose of e-voting for EGM.

10. In case of joint holders attending the EGM, 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 receive all the communication promptly including Annual Report, Notices, Circulars etc. from the Company, 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.

12. The Members whose holding are transferred to "Mini Diamonds (India) Limited - Unclaimed Securities Suspense Account" are requested to claim such shares laying in the said account. For assistance in this regard, Members are requested to contact the Registrar and Transfer Agent of the Company, viz., Purva Sharegistry (India) Private Limited ("RTA") i.e. at support@purvashare.com.

13. Purva Sharegistry (India) Private Limited ("RTA") has been appointed to provide the facility for voting through remote e-voting. The procedure for voting through remote e-voting is explained at Notes below.

14. The voting period begins on **Tuesday, August 04, 2026 at 9:00 a.m.** (IST) and ends on **Thursday, August 06, 2026 at 5:00 p.m. (IST).** During this period, Members of the Company as on the cut-off date i.e. **Friday, July 31, 2026** may cast their vote electronically. The e-voting module shall be disabled by RTA for voting thereafter.

15. Members are requested to update/intimate changes, if any, in their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), bank details, mandates, nominations, etc., to their DPs if the Equity Shares are held by them in dematerialised form. The Members whose shares are transferred to **Mini Diamonds (India) Limited - Unclaimed Securities Suspense Account may contact** RTA at Unit no. 9. Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai-400011, and/or **at support@purvashare.com,** quoting their folio number and other details.

16. The Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in **dematerialised form** only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website https://www.minidiamonds.net/investors-types/forms-for-nomination-and-updation-of-kyc. It may be noted that any service request can be processed only after the folio is KYC Compliant.

17. The Board of Directors have appointed CS Sandhya Malhotra (Membership No.: FCS 6715) (C.P. No. 9928), Partner at M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai, to act as the Scrutinizer to scrutinize the remote e-voting process and voting during the EGM in a fair and transparent manner.

18. The results of the e-voting will be declared within 2 (Two) working days from the conclusion of the EGM. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.minidiamonds.net and on the website of RTA at https://evoting.purvashare.com/. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

THE INTRUCTIONS TO MEMBERS FOR REMOTE E-VOTING:

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

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

(i) The voting period begins on **Tuesday, August 04, 2026, at 9:00 a.m. (IST)** and ends on **Thursday August 06, 2026 at 5:00 p.m. (IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Friday, July 31, 2026** may cast their vote electronically. The e-voting module shall be disabled by PURVA for voting thereafter.

(ii) Members who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) 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 Members.

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 Members holding shares in demat mode.

Login method for e-Voting **for Individual Members holding securities in Demat mode CDSL/NSDL** is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with **CDSL Depository**	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 CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & 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.

	3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with **NSDL Depository**	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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. 4) Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play 5) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Members (holding securities in demat mode) login through their **Depository Participants (DP)**	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 Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Members holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

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

Login method for e-Voting for **Members other than individual Members holding in Demat form & physical Members.**

1) The Members should log on to the e-voting website https://evoting.purvashare.com.
2) Click on "Shareholder/Member" 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. Members holding shares in Physical Form should enter EVENT Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVENT is 8 then user ID is 8001***
4) If you are holding shares in demat form and had logged on to www.evotingindia.com or www.evoting.nsdl.com and voted on an earlier e-voting of any company, then your existing password is to be used.

5) If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) ● Members 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.
Dividend Bank Details **OR** 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. ● 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 as mentioned in instruction (v).

(i) After entering these details appropriately, click on "SUBMIT" tab.

(ii) Members holding shares in physical form will then directly reach the Company selection screen.

(iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.

(v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO/ABSTAIN" for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the

Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.

(vi) Click on the "NOTICE FILE LINK" if you wish to view the Notice.

(vii) 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.

(viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(ix) **Facility for Non – Individual Members and Custodians – Remote Voting**

- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://evoting.purvashare.com and register themselves in the "Custodians / Mutual Fund" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@purvashare.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.
- 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 Members are required 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 if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

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

1. For Demat Members -, Please update your email id & mobile no. with your respective Depository Participant (DP).

2. For Individual Demat Members – 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 Purva e-Voting System, you can write an email to evoting@purvashare.com or contact at 022-49614132 and 022-35220056.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, at Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to evoting@purvashare.com or contact at 022- 022-49614132 and 022-35220056.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 163 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018:

As required under Section 102(1) of the Companies Act, 2013, as amended (**"the Act"**) and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR"),** the following statement sets out all the material facts relating to the special business mentioned under Item No. 1 of this Notice of the Extra-Ordinary General Meeting (**"EGM"**).

Item No. 1:

The Board of Directors of the Company (**"Board"**) at their meeting held on Thursday, July 09, 2026, subject to the necessary statutory and regulatory approvals, has approved raising of funds aggregating up-to INR 8,88,00,000/- (Indian Rupees Eight Crores and Eighty Eight Lakhs Only) by way of issuance of up-to 1,11,00,000 (One Crore Eleven Lakhs) Warrants, each convertible into 1 (One) fully paid-up equity share of face value of INR 2/- (Indian Rupees Two Only) each at a price of INR 8/- (Indian Rupees Eight Only) (including a premium of INR 6/- each) per Warrant (**"Warrant Issue Price"**), to persons belonging to Promoter and Promoter Group (hereafter referred as **"Warrant Holders"/"Proposed Allottees"**) of the Company by way of preferential allotment on private placement basis, in the following manner:

Sr. No.	Name of Proposed Allottees	Maximum Number of Warrants to be issued and allotted	Consideration Amount (in INR) #
1.	Upendra Narottamdas Shah	55,50,000	4,44,00,000
2.	Ronish U Shah	55,50,000	4,44,00,000
Total		**1,11,00,000**	**8,88,00,000**

 # a) considering full conversion of warrants issued on preferential basis.

b) 25% of the total consideration amount shall be paid by the allottees on or before the allotment of warrants and balance consideration i.e. 75% shall be paid at the time of conversion of the Warrants into Equity Shares.

As per Section 62 read with Section 42, Section 23 and other applicable provisions, if any, of the Act and the Rules made thereunder, and in accordance with the provisions of Chapter V of the SEBI ICDR Regulations as amended, approval of Members by way of Special Resolution is required for allotment of Warrants on preferential/private placement basis.

Therefore, the consent of the Members is being sought by way of a special resolution to issue Warrants to the Proposed Allottees in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws.

The information/ disclosures in respect of the proposed Preferential Issue in terms of Act and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable laws are as provided herein below:

1. **Object(s) of the preferential issue:**

   The Company intends to utilize the proceeds raised through the Preferential Issue (**"Issue Proceeds"**) towards the following object:

   a. **Expansion of the Company's Lab-Grown Diamond Business:** The Company shall utilise 100% (One Hundred Percent) of the issue proceeds from the Preferential Issue (after adjustment of expenses related to the Preferential Issue, if any) ("Net Proceeds"), aggregating to at least INR 8,88,00,000/- (Indian Rupees Eight Crores and Eighty-Eight Lakhs Only), towards the expansion of its Lab-Grown Diamond business. The Net Proceeds shall be utilised, inter alia, for expansion of the Company's lab-grown diamond manufacturing business, including strengthening manufacturing capabilities, augmenting production capacity, procurement of lab-grown diamond roughs and polished lab-grown diamonds, working capital requirements connected therewith, and other allied business purposes incidental to the expansion of the lab-grown diamond business.

Utilization of proceeds of the Preferential Issue

The intended use of the proceeds of the Preferential Issue is as under: -

Sr. No.	Particulars	Total estimated amount to be utilized for the Objects of the Issue (In INR)*	Tentative timelines for utilization of issue proceeds from the date of receipt of funds**
1	Expansion of the Company's Lab-Grown Diamond Business	8,88,00,000	3 months
Total		**8,88,00,000**	

** Considering 100% conversion of Warrants into equity shares within the stipulated time.*
*** Issue proceeds shall be received by the Company within 18 months period from the date of allotment of Warrants in terms of Chapter V of the SEBI ICDR Regulations and as estimated by our management the entire proceeds received from the issue would be utilized subject to compliance with applicable laws for the above mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds.*

While the amounts proposed to be utilized against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances and the business and investments prospects and opportunities, in terms of BSE Notice No. 20221213- 47 each dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of/ various factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to (i) funds utilised for GCP not exceeding 25% of the proceeds from the Preferential Issue, as stated above; and (ii) compliance with the applicable laws.

Schedule of Implementation and Deployment of Funds

The issue proceeds of amount equivalent to 25% (Twenty Five Percent) of the Warrants received by the Company at the time of subscription within a period of 15 (Fifteen) days from the date of Members' approval by way of special resolution or In-Principle Approval received by the Stock Exchange i.e. BSE Limited, whichever is later. The balance 75% (Seventy Five Percent) shall be received the Company upon exercise of Warrants by the warrant holder (within eighteen months from the date of allotment of the warrants) and as estimated by our management, the entire proceeds received from the issue would be utilized for all the above-mentioned objects, in phases, as per the Company's business requirements and availability of issue proceeds, Up-to 25% (Twenty-Five Percent) amount by December 2026 and remaining amount by June 2027, as provided in detail in above table.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws and as per the objects detailed above.

Interim Use of Issue Proceeds

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

Monitoring of Utilization of Funds

Appointment of monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations is not applicable as the Issue Size is less than 100 (One Hundred) Crores.

2. **Kinds of securities offered and the price at which security is being offered and the total/Maximum number of specified securities to be issued:**

   The Company proposes to create, offer, issue and allot up- to 1,11,00,000 (One Crore Eleven Lakhs) Warrants, each convertible into 1 (One) fully paid-up equity share of face value of INR 2/- (Indian Rupees Two Only) each at a price of INR 8/- (Indian Rupees Eight Only) (including premium of INR 6/-) per Warrant, aggregating to INR 8,88,00,000/- (Indian Rupees Eight Crores and Eighty Eight Lakhs Only).

3. **Amount which the Company intends to raise by way of such securities/ size of the issue:**

   The Company intends to raise up to a maximum of INR 8,88,00,000/- (Indian Rupees Eight Crores and Eighty Eight Lakhs Only) by way of issuance of up-to 1,11,00,000 (One Crore Eleven Lakhs) Warrants.

4. **Relevant date with reference to which the price has been arrived at:**

   The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price for Warrants to be issued is **Wednesday, July 08, 2026** i.e., being the date that is 30 days prior to the date of the EGM i.e. Friday, August 07, 2026.

5. **Particulars of the Preferential Issue including date of passing of Board resolution:**

   The Board, at its meeting held on Thursday, July 09, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up-to 1,11,00,000 (One Crore Eleven Lakhs) Warrants, each convertible into 1 (One) fully paid-up equity share of face value of INR 2/- (Indian Rupees Two Only) each at a price of INR 8/- (Indian Rupees Eight Only) (including premium of INR 6/-) per Warrant, aggregating to INR 8,88,00,000/- (Indian Rupees Eight Crores and Eighty Eight Lakhs Only) for cash consideration, by way of a preferential issue on a private placement basis.

6. **The price or price band at/within which the allotment is proposed:**

   The Company proposes to create, offer, issue and allot up to 1,11,00,000 (One Crore Eleven Lakhs) Warrants, each convertible into 1 (One) fully paid-up Equity Share of face value of INR 2/- (Indian Rupees Two Only) each at a price of INR 8/- (Indian Rupees Eight Only) (including premium of INR 6/-) per Warrant, which is not less than the floor price determined in accordance with Chapter V of the SEBI ICDR Regulations. Please refer to Point No. 7 below in respect of the basis of determining the price of the Preferential Issue.

7. **Basis or justification for the price (including premium, if any) at the price has been arrived at along with report of the registered valuer:**

   The Equity Shares of the Company are listed on Stock Exchange i.e. BSE Limited (**"BSE"**) and are frequently traded in accordance with the SEBI ICDR Regulations. Accordingly, for the purpose of computation of the price per Warrant, higher trading volumes recorded on BSE during the preceding 90 (Ninety) trading days prior to Relevant Date i.e., Wednesday, July 08, 2026 has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

Further, to substantiate the Warrant issue price, the Company has obtained Valuation report dated July 09, 2026, issued by Mr. Shreyansh M Jain, Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12124) in accordance with Regulation 164 of the SEBI ICDR Regulations and in accordance with the applicable provisions of the Act for determining the issue price. Further, pursuant to the bonus issue of equity shares by the Company, the offer price has been adjusted in accordance with Regulation 166 of the SEBI ICDR Regulations.

The price per Warrant has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of:

a. The 90 (Ninety) trading days volume weighted average price of the related Equity Shares quoted on the BSE preceding the Relevant Date, which is INR 7.80/- per equity share; or

b. The 10 (Ten) trading days volume weighted average prices of the related Equity Shares quoted on the BSE preceding the Relevant Date, which is INR 5.99/- per equity share; or

c. The Floor Price for preferential issue determined by Registered Valuer is INR 7.80/- (Indian Rupees Seven and Eighty Paisa Only) by using the Market Approach and Market Price Valuation Method.

d. The floor price in accordance with the provisions of the Articles of Association of the Company is not applicable, as the Articles of Association do not prescribe any methodology for determining the valuation or floor price of equity shares to be issued on a preferential basis.

Accordingly, the offer price determined is INR 8/- (Indian Rupees Eight Only) (including premium of INR 6/-) per Warrant.

The copy of the Valuation Report shall be available for inspection by the Members on all working days between Monday to Friday, up to date of EGM and the same may be accessed on the Company's Website at https://www.minidiamonds.net/investors-types/preferential-issue.

The certificate dated July 09, 2026 issued by M/s. Mittal & Associates, Chartered Accountants, Statutory Auditors of the Company, certifying compliance of the Issue Price for the proposed Preferential Issue of the Company with the pricing formula prescribed under Chapter V of SEBI ICDR Regulations, will be made available for inspection by the Members during the EGM and is also available on the Company's website and is accessible at https://www.minidiamonds.net/investors-types/preferential-issue.

8. Name and address of valuer who performed valuation:

Mr. Shreyansh M Jain, Independent Registered Valuer (IBBI Registration No. IBBI/RV/03/2019/12124**),** having Office at No. 102, Kauttilya, F.P. No. 327, Khatodara, Surat-395002, Gujarat, India, has performed the valuation.

9. The class or classes of persons to whom the allotment is proposed to be made:

The Warrants shall be issued and allotted to the investors as detailed herein below. The Company has obtained the Permanent Account Number ("PAN") of all the Proposed Allottees:

Sr. No.	Name of Proposed Allottees	Category of the proposed allottees	Maximum Number of Warrants to be issued and allotted	Consideration Amount including premium (in INR)
1.	Upendra Narottamdas Shah	Promoter, Individual	55,50,000	4,44,00,000
2.	Ronish U Shah	Promoter Group, Individual	55,50,000	4,44,00,000
Total			**1,11,00,000**	**8,88,00,000**

10. Intent of the promoter(s), Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:

The warrants are proposed to be issued and allotted on a preferential basis to the persons belonging to the Promoter and Promoter Group who are also Directors of the Company. Such proposed allottees have expressed their intention to subscribe to the Warrants.

Save and except the aforesaid persons referred to in Point No. 9 above, none of the other Directors, Key Managerial Personnel and/or Senior Management of the Company intends to subscribe to the warrants convertible into fully paid equity shares proposed to be issued and allotted pursuant to the Preferential Issue or no contribution is made either as part of the Preferential Issue or separately in furtherance of objects except as mentioned hereinabove.

11. Proposed time frame within which the preferential issue shall be completed:

Pursuant to the requirement of Regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of Warrants to the Proposed Allottees on or before the expiry of 15 (Fifteen) days from the date of passing of the Special Resolution by the Members of the Company.

It may be noted that in case the allotment requires any approval from the regulatory authority(ies) or the Central Government (including but not limited to the in-principle approval of the stock exchange), the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchange.

12. The names of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Sr. No.	Name of Proposed Allottees	Category of the proposed allottees	Pre-Preferential issue Holding (No. of shares)	Pre-Preferential issue Holding (%)	Maximum Number of Warrants to be issued and allotted	Post-issue Holding* (%)
1.	#Upendra Narottamdas Shah	Promoter, Individual	10,000	0.00	55,50,000	2.25
2.	Ronish U Shah	Promoter Group, Individual	0	0.00	55,50,000	2.25
	Total				**1,11,00,000**	

**Assuming full conversion of the Warrants*

 # Current % of holding of Mr. Upendra Narottamdas Shah is 0.004243%.

13. Change in control, if any, in the Company that would occur consequent to the preferential issue/offer:

There will be no change in control of the Company consequent to the preferential issue. However, there will be corresponding changes in the shareholding of the Promoter, Promoter Group and Public respectively, consequent to preferential allotment.

14. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year the Company has not made any allotments on preferential basis.

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable, as the Preferential issue will be undertaken for cash consideration.

16. Shareholding pattern of the Company before and after the preferential issue:

The pre-issue shareholding pattern as on Tuesday, June 30, 2026 and the post-issue shareholding pattern (considering full conversion of Warrants issued on preferential basis) is provided below:

Sr. No.	Category	Pre- Issue Shareholding (as on Tuesday, June 30, 2026)		Post-Issue Shareholding#	
A.	**Promoter's (Including Promoter Group)**	**No. of Shares held**	**% of Total Shareholding**	**Post- Issue Shareholding**	**% of Total Shareholding**
(1)	**Indian:**				
(a)	Individuals/Hindu Undivided Family	99,59,440	4.22	2,10,59,440	8.54
(b)	Bodies corporate	11,91,160	0.51	11,91,160	0.48
	Sub-total	**1,11,50,600**	**4.73**	**2,22,50,600**	**9.02**
(2)	**Foreign promoters**	0	0.00	0	0.00
	Sub Total (Shareholding of Promoter and Promoter Group) (A)	**1,11,50,600**	**4.73**	**2,22,50,600**	**9.02**
B.	**Non-Promoters' holding:**				
(1)	Institutions Investors				
	Institutions Investors (Domestic)	0	0.00	0	0.00
	Institutions Investors (Foreign)	0	0.00	0	0.00
	Central Government / State Government(s)	0	0.00	0	0.00
(2)	Non-institutions:	0	0.00	0	0.00
	Key Managerial Personnel	0	0.00	0	0.00
	Investor Education and Protection Fund (IEPF)	0	0.00	0	0.00
	Bodies Corporate	7,06,79,615	29.99	7,06,79,615	28.64
	Resident Individuals holding nominal share capital up-to INR 2 lakhs	1,42,42,225	6.04	1,42,42,225	5.77
	Resident Individuals holding nominal share capital in excess of INR 2 lakhs	12,11,73,103	51.41	12,11,73,103	49.10
	Non Resident Indians	2,00,733	0.09	2,00,733	0.08

	(NRIs)				
	Any Other (specify)				
i)	LLP	1,03,378	0.04	1,03,378	0.04
ii)	Trusts	1,000	0.00	1,000	0.00
iii)	Clearing Members	55,700	0.02	55,700	0.02
iv)	HUF	37,93,806	1.62	37,93,806	1.54
v)	*Unclaimed or Suspense or Escrow Account	1,42,91,000	6.06	1,42,91,000	5.79
	Sub Total (Non-Promoters Holding) (B)	**22,45,40,560**	**95.27**	**22,45,40,560**	**90.98**
	Grand Total (A)+(B)	**23,56,91,160**	**100.00**	**24,67,91,160**	**100.00**

(*1,42,91,000 equity shares belonging to Promoter Group and Public, are held in Mini Diamonds (India) Limited-Unclaimed Securities Suspense Account maintained by the company, in compliance with Regulation 39 of the SEBI Listing Regulations)

17. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

Not Applicable, as the allotment of the proposed warrants are made to natural persons only.

18. Principle terms of assets charged as securities:

Not Applicable.

19. Material terms of raising such securities:

The Warrants shall be convertible into Fully paid up Equity Shares, in one or more tranches, within a period of 18 (Eighteen) months from the date of allotment of the Warrants. Further, the Equity Shares allotted on conversion shall be listed on the BSE Limited which shall rank *pari passu* with the existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company. For details terms and conditions of the issue, please refer the resolution set out at item no 1, to the notice.

20. Undertaking:

The Company hereby undertakes that:

a. the Company is in compliance with the conditions for continuous listing, and is eligible to make the preferential issue to the Proposed Allottees under Chapter V of the SEBI ICDR

Regulations;

b. the Company, its Promoter(s) and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower. Accordingly, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations is not applicable;
c. none of its directors or promoter(s) are fugitive economic offenders as defined under the SEBI ICDR Regulations;
d. the Company does not have any outstanding dues to SEBI, Stock Exchange or the depositories;
e. the Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees before an application seeking in-principle approval is made by the Company to the stock exchange where its Equity Shares are listed;
f. the Company shall be making application to the stock exchange seeking In-Principle Approval, where its Equity Shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking Members' approval by way of a special resolution;
g. the Proposed Allottees have confirmed that they have not sold or transferred any Equity shares of the Company during the 90 (Ninety) Trading Days preceding the Relevant Date;
h. the entire pre-preferential allotment shareholding of the Proposed Allottee, if any, shall be locked-in from the Relevant Date up to a period of 90 (Ninety) trading days from the date of trading approval as per the SEBI ICDR Regulations;
i. the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
j. no person belonging to the promoters/ promoter group has previously subscribed to any Equity Shares of the Company during the last one year except by way of Bonus Issue;
k. the Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations;
l. as the Equity Shares have been listed for a period of more than 90 (Ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of shares shall not be applicable;
m. the Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so; and
n. if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the member.

21. Listing:

The Company will make an application to the BSE Limited on which the Existing Equity of the Company are listed, for seeking approval for listing of Equity Shares allotted on Conversion of Warrants.

22. Current and proposed status of the Proposed Allottees post the preferential issue viz. promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Current Status	Post Allotment Status
1.	Upendra Narottamdas Shah	Promoter	Promoter
2.	Ronish U Shah	Promoter Group	Promoter Group

23. Lock-in period:

The Warrants proposed to be allotted and the Equity Shares allotted on conversion pursuant to the Preferential Issue and, where applicable, the pre-preferential allotment shareholding of the Proposed Allottees shall be subject to lock-in as per the requirement of Chapter V of the SEBI ICDR Regulations.

24. Practicing Company Secretary's Certificate:

A certificate from M/s. Manish Ghia & Associates, Practicing Company Secretaries, certifying that the preferential issue of convertible warrants is being made in accordance with the requirements of the SEBI ICDR Regulations, shall be available for inspection by the Members during the general meeting and the same may also be accessed on the Company's website at https://www.minidiamonds.net/investors-types/preferential-issue.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Save and except Mr. Upendra Narottamdas Shah and Mr. Ronish U Shah and their relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution as set out at Item No. 1.

By order of the Board
For Mini Diamonds (India) Limited
Sd/-
Archana Rajesh Agarwal
Company Secretary and Compliance Officer
Membership No.: A36704

Date: July 09, 2026
Place: Mumbai
Registered Office:
DW-9020, Bharat Diamond Bourse,
Bandra Kurla Complex, Bandra East,
Mumbai 400051, Maharashtra, India.
Tel. No.: 022 49641850
E-mail ID: accounts@minidiamonds.net
Website: www.minidiamonds.net

MINI DIAMONDS (INDIA) LIMITED
CIN: L36912MH1987PLC042515
DW-9020, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra, India
Contact: 022-49641850 E-mail: accounts@minidiamonds.net
Website: www.minidiamonds.net

ATTENDANCE SLIP

Extra-Ordinary General Meeting on Friday, August 07, 2026 at 09:30 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 Extra-Ordinary General Meeting of the Mini Diamonds (India) Limited held on Friday, August 07, 2026 at 09:30 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.

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 Members 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, Maharashtra, India.

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

I/We, being the member (s) of …………. shares of the above named company, hereby appoint

1. Name: ……………………………………………………………………………………………;
   Address: ……………………………………………………………………………………………;
   E-mail Id: ……………………………………………………………………………………………;
   Signature: ……………………………………………………………………………; or failing him

2. Name: ……………………………………………………………………………………………;
   Address: ……………………………………………………………………………………………;
   E-mail Id: ……………………………………………………………………………………………;
   Signature: ……………………………………………………………………………; or failing him

3. Name: ……………………………………………………………………………………………;
   Address: ……………………………………………………………………………………………;
   E-mail Id: ……………………………………………………………………………………………;
   Signature: ……………………………………………………………………………………………

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, August 07, 2026 at 09:30 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, and at any adjournment thereof in respect of such resolution as is indicated below:

Resolution Number	Description of Resolution	Vote (Optional see Note 2) (Please mention no. of share(s))		
		For	**Against**	**Abstain**
Special Business:				
1.	To approve the issuance of convertible warrants on preferential basis to the persons belonging to Promoter and Promoter Group of the Company.			

Signed this _______ Day of ______________________ 2026

Signature of Shareholder(s)___________________

Signature of Proxy holder(s)________________

Revenue stamp to be affixed

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, note less than 48 hours before the commencement of the Meeting.

2. As provided under Regulation 44 of the SEBI Listing Regulations, member may vote either for or against each resolution.

Route map of Extra-Ordinary General Meeting ("EGM")

Venue: DW-9020, Bharat Diamond Bourse, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra, India.