



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 **Email:** accounts@minidiamonds.net

Website: www.minidiamonds.net

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (the "**Act**") read with Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**"), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), including any statutory modification(s), substitution(s) or re-enactment(s) thereof for the time being in force, and Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), as amended from time to time, read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 9/2023 dated September 25, 2023 and the latest one being 09/2024 dated September 19, 2024 read with subsequent relevant circulars issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") and all other applicable laws, rules and regulations, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolution as set out in this Notice are proposed for approval by the Members of Mini Diamonds (India) Limited ("**the Company**") through Postal Ballot by way of remote electronic voting ("**remote e-voting**") process only.

The proposed resolutions and the Explanatory Statement pursuant to Section 102 and 110 and other applicable provisions, if any, of the Act setting out the material facts pertaining to said resolutions are also annexed to this Postal Ballot Notice ("**Notice**").

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rule 20 and Rule 22 of the Management Rules, Regulation 44 of the SEBI Listing Regulations and SS-2 read with the MCA Circulars, the Company is providing remote e-voting facility, to enable the Members to cast their votes electronically instead of submitting the postal ballot form physical. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. For the purpose of remote e-voting, the Company has engaged the services of National Securities Depository Limited ("**NSDL**"). Accordingly, the Notice and instructions for remote e-voting are being sent only through electronic mode to those members whose e-mail address is registered with the Company/Depository Participant ("**DP**"). The details of the procedure to cast the vote forms part of the Notes to this Notice.



The e-voting facility will be available during the following period:

Commencement of e-voting period	Saturday, October 04, 2025 at 9:00 a.m. (IST)
Conclusion of e-voting period	Sunday, November 02, 2025 at 5:00 p.m. (IST)
Cut-off date for eligibility to vote	Friday, September 26, 2025

The remote e-voting facility will be disabled by NSDL immediately thereafter and voting shall not be allowed beyond the said time and date.

The last date of e-voting, i.e. **Sunday, November 02, 2025**, shall be the date on which the resolution would be deemed to have been passed, if approved, by the requisite majority. Further, resolution passed by the members through postal ballot shall be deemed to have been passed as if they are passed at a General Meeting of the Members.

The Board of Directors has appointed CS Sandhya R. Malhotra, Partner of M/s. Manish Ghia & Associates, Company Secretaries, (Membership No. FCS 6715), Mumbai, as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his/her report to the Chairman, or any other person authorised by him. The results of voting conducted through Postal Ballot (remote e-voting process) along with the Scrutinizer's Report, shall be announced by the Chairman or such authorised person within two working days from the conclusion of the e-voting. The Scrutinizer's decision on the validity of votes cast will be final.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited ("BSE") at www.bseindia.com, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website at <https://www.minidiamonds.net/> and on the website of NSDL at <https://www.evoting.nsdl.com/>.

SPECIAL BUSINESS:

ITEM NO. 1:

TO APPROVE SUB-DIVISION/ SPLIT OF EQUITY SHARES OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read with rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**SEBI Listing Regulations**") as amended from time to time, and pursuant to the Articles of Association ("**AOA**") of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s), if any, as may be required from concerned statutory



authority(ies) and as approved by the Board of Directors of the Company (hereinafter referred to as “**Board**”, which expression shall include any Committee of the Board of Directors), approval of the members of the Company be and is hereby accorded for sub-division/split of the existing 1 (one) fully paid-up equity share of the Company having face value of INR 10 (Indian Rupees Ten only) each, into 5 (five) fully paid-up equity shares of face value of INR 2 (Indian Rupees Two only) each, ranking pari-passu in all respects, with effect from the Record Date to be determined by the Board for this purpose.

RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up equity shares having face value of INR 10 (Indian Rupees Ten only) each, existing on the Record Date to be fixed by the Board shall stand sub-divided into 5 (five) equity shares having face value of INR 2 (Indian Rupees Two only) each fully paid-up, as given below:

Type of Capital	Pre Sub-division/Split		Post Sub-division/Split	
	No. of equity shares	Face Value (INR)	No. of equity shares	Face Value (INR)
Authorized Equity Share Capital	3,00,00,000	10	15,00,00,000	2
Issued, Subscribed and Paid-up Equity Share Capital	2,35,69,116	10	11,78,45,580	2

RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- for the equity shares held in physical form, the existing share certificate(s) in relation to the existing equity shares of face value of INR 10 (Indian Rupees Ten Only) each, fully paid up, shall be deemed to have been cancelled and be of no effect and the Board/Company’s Registrar and Share Transfer Agents (“RTA”), without requiring the Members to surrender their existing share certificate(s), shall credit the share allotted after splitting of equity shares to a new demat suspense account till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form in compliance with the applicable laws/guidelines in this regard; and
- for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and are hereby authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division/split of equity shares, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the regulatory



authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with the Registrar of Companies, Stock Exchanges, Registrar & Share Transfer Agents, Depositories and other regulatory authorities, and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the members."

ITEM NO. 2:

TO APPROVE ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION ("MOA") ON ACCOUNT OF SUB-DIVISION/ SPLIT OF EQUITY SHARES OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to receipt of such other approval(s), consent(s) and permission(s) as may be required from concerned statutory authorities and as approved by the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee of the Board of Directors), consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association ("**MOA**") of the Company by substituting the existing Clause 5 with the following:

5. "The Share Capital of the Company is INR 30,00,00,000 (Indian Rupees Thirty Crores only) divided into 15,00,00,000 (Fifteen Crores) equity shares of INR 2 (Indian Rupees Two) each"

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the MOA and further to do all such acts, deeds, matters and things as may be deemed necessary including but not limited to delegate all or any of the powers herein vested in them to any person or persons, as deemed expedient to give effect to this resolution."

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

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

Date: September 08, 2025

Place: Mumbai

**Registered Office:**

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

Notes:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Act and rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, setting out all the material facts setting out the material facts relating to the aforesaid Resolution and the reasons thereof, is annexed hereto and forms part of the Postal Ballot Notice ("**Notice**").
2. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, September 26, 2025 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/Depository Participants. A person who is not a member on the cut-off date should treat this notice for information purposes only. Members holding shares in dematerialised mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP). Members may note that this Notice will also be available on the Company's website at <https://www.minidiamonds.net/>, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com/>.
3. In accordance with the MCA Circulars, physical copies of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India ("ICSI"), the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically. For this purpose, the Company has availed the service of NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
5. All the documents referred to in this Notice and the Explanatory Statement shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to compliance@minidiamonds.net mentioning their Name, Folio No., Client ID and DP ID.
6. The Voting rights of members will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, September 26, 2025, being the cut-off date.



Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes. Shareholders whose email IDs are not registered, are requested to contact the Depository.

7. The e-voting period commences on Saturday, October 04, 2025, at 9:00 A.M. (IST) and ends on Sunday, November 02, 2025 at 5:00 P.M. (IST). During this period, members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e., Friday, September 26, 2025, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Sunday, November 02, 2025. Further, the resolution passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
9. 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 and to the Registrar and Transfer Agent of the Company (RTA), viz., Purva Sharegistry (India) Private Limited at Unit no. 9. Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai-400011, quoting their folio number if the Equity Shares are held by them in physical form.

INSTRUCTION FOR E-VOTING IS AS FOLLOWS:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are 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 4. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



	<p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders 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
Individual Shareholders 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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@mgconsulting.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@minidiamonds.net.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to compliance@minidiamonds.net. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

The following Statement sets out all material facts, rationale and recommendation of the Board relating to the Special Business set out in item no. 1 and 2 of the accompanying Notice.

ITEM NO. 1 & 2:

The Board of Directors at its meeting held on September 08, 2025, subject to the approval of Members of the Company and statutory authority(ies), if any, had approved the sub-division/split of the existing 1 (one) fully paid-up equity share of the Company having face value of INR 10 (Indian Rupees Ten only) each, into 5 (five) fully paid-up equity shares of face value of INR 2 (Indian Rupees Two only) each, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("**Record Date**").

In the opinion of the Board of Directors, the proposed sub-division/split will enhance liquidity of the Company's equity shares and will make them more affordable. It will also encourage participation of small investors at large and therefore, it is in the best interest of the investors and the Company.

The proposed sub-division/split of fully paid-up equity shares will not result in any change in the amount of Authorized, Issued, Subscribed and Paid-up Equity Share Capital of the Company. Further, such sub-division/split shall not be construed as reduction in share capital of the Company in compliance of the applicable provisions of the Act and other applicable regulations/provisions in this regard.

The sub-division/split of equity shares proposed at Item No. 1 of this Notice shall also require consequential amendments to the existing Capital Clause (Clause 5) of Memorandum of Association ("**MOA**") of the Company as set out in Item No. 2 of this Notice, to reflect change in the face value of equity shares of the Company.

Accordingly, pursuant to provisions of Sections 13, 61 and other applicable provisions, if any, of the Act and the Rules made thereunder, the consent of the Members is sought by way of Ordinary Resolution as set out in Item Nos. 1 and 2 of the accompanying Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in anyway, concerned or interested financially or otherwise, in the proposed resolutions at Item Nos. 1 and 2 except to the extent of their shareholding in the Company.



The Board recommends the ordinary resolutions set out at Item Nos. 1 and 2 for approval of the members of the Company.

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

Sd/-

**Upendra Narottamdas Shah
Chairman and Managing Director
DIN: 00748451**

Date: September 08, 2025

Place: Mumbai

Registered Office:

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