



# SDB

## SURAT DIAMOND BOURSE

Promoted by SDB DIAMOND BOURSE A Section 8

Company Registered Under The Companies Act, 2013

CIN No.: U74140GJ2014NPL081370 | GST No.: 24AAVCS2416E1ZD

Date: 28.09.2020

Dear Member,

You are cordially invited to attend 6<sup>th</sup> Annual General Meeting of the members of SDB Diamond Bourse ('SDB' or the 'Company') for the financial year ended on 31st March, 2020 to be held on Tuesday, 20th October, 2020 at 04:00 PM (IST) through Video Conferencing ('VC')/other Audio Visual Means ('OAVM') facility.

The notice of the meeting, containing the business to be transacted, is enclosed.

Thanking You,

**On behalf of Board Of Directors**

**Place: Surat**

**Sd/-  
Mr. Vallabhchai Patel  
Director  
(DIN: 00091715)**

**Enclosures:**

1. Notice of the 6<sup>th</sup> AGM of the Company



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### AGM NOTICE

Notice is hereby given that the Sixth annual general meeting of the members of SDB Diamond Bourse ('SDB' or the 'Company') will be held on Tuesday, 20th October, 2020 at 04:00 PM (IST) through Video Conferencing ('VC')/other Audio Visual Means ('OAVM') facility to transact the following:

#### ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements** of the Company for the financial year ended 31<sup>st</sup> March 2020, together with the Directors' and Auditors' Reports thereon.
2. **To consider passing of the following resolution as an ordinary resolution:**

**"RESOLVED THAT** Mr. Govindbhai Laljibhai Dholakia (DIN: 00524146), Director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

**Date: 28.09.2020**

**Place: Surat**

**On behalf of Board Of Directors**

**Sd/-**

**Mr. Vallabhbhai Patel**

**Director**

**(DIN: 00091715)**

#### Registered Office:

1st Floor, Tapti Exports, Patel Falia, Gotalawadi,  
Katargam, Surat -395004

CIN: U74140GJ2014NPL081370

E-mail: [info@sdbbourse.com](mailto:info@sdbbourse.com)

#### NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), and MCA Circulars, the 6th AGM of the Company is being held through VC/OAVM on Tuesday, 20th October, 2020 at 4:00 PM (IST). The deemed venue for the 6th AGM will be 1st Floor, Tapti Exports, Patel Falia, Gotalawadi, Katargam, Surat-395004.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE**

**COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**

3. The Members can join the AGM in the VC/OAVM mode before 15 minutes the scheduled time of the commencement of the Meeting, i.e. from 3:45 PM, by following the procedure mentioned in the Notice. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice. This rule would however not apply to participation of Promoters, Directors, Key Managerial personnel, Auditors, etc. The Members will be able to view the proceedings on the National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. The attendance of the Members attending the e-AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In line with the MCA Circular dated May 5, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company. The Notice convening the 6th AGM has been uploaded on the website of the Company at [www.suratdiamondbourse.in](http://www.suratdiamondbourse.in).
6. Further, those members who have not registered their email addresses and in consequence could not be served the Annual Report for FY 2019-20 and Notice of sixth e-AGM, may contact on [info@sdbbourse.com](mailto:info@sdbbourse.com) for registering their e- mail ids on or before 13<sup>th</sup> October, 2020.
7. For ease of conduct, Members who would like to ask/express their views on the items of the businesses to be transacted at the meeting can send their questions/comments by e-mail through its registered email address to [info@sdbbourse.com](mailto:info@sdbbourse.com) to the Company or by written application submitted to Surat, Katargam office during the period starting from 14th October 2020 (10:00 a.m.) upto 16th October 2020 (5:00 p.m.) mentioning their name, Membership No./Office No., e-mail id, Mobile No., etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.
8. In case of joint holders, any single member will be able to participate in e-AGM and entitled to vote at the e-AGM.
9. The Register of Members shall remain closed from 14<sup>th</sup> October 2020 to 20<sup>th</sup> October 2020 (inclusive of both the days).
10. Instructions for remote e-voting and joining the e-AGM are as follows:

**A. Voting through electronic means:**

In terms of the provisions of Section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (hereinafter called 'the rules' for the purpose of this section of the Notice), the company is providing facility of remote e-voting to exercise votes on the items of business given in the Notice through electronic voting system, to members of the company as on 13<sup>th</sup> October 2020 (end of the day), being the cut-off date fixed or determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by the company or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this notice for information purpose only.

The remote e-voting period commences on 17th October, 2020 (9:00 am) and ends on 19th October, 2020 (5:00 pm). During this period members' of the Company as on the cut-off date of 13th October, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote e-voting are as under:

### **How do I vote electronically using NSDL e-Voting system?**

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

#### **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/> on Laptops, Smartphones, Tablets or iPads.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. EVEN Number followed by Membership Number registered with the company will be your User ID. (For example if Membership number is 1\*\*\* and EVEN is 101456 then user ID is 101456001)
5. Your password details are given below:
  - (i) If your email ID is registered with the company, your 'initial password' is communicated to you on your email ID through NSDL. Trace the email sent to you from NSDL from your mailbox.
  - (ii) Members may also use the OTP-based login either through Registered mobile or Email id for logging into the e-Voting system of NSDL.
6. After entering your password and verification code, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for Members**

1. 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.
2. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### **B. Voting at e-AGM**

- I. Only those members, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting are eligible to vote through e-Voting at the e-AGM.
- II. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.
- III. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- IV. Upon declaration by any one Director about the commencement of e-voting at e-AGM, members shall click on the voting option appear on the video screen for voting at the e-AGM and follow the instructions to vote on the resolutions.

#### **C. Instruction for attending/joining e-AGM**

- I. The Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system and they may access the same at <https://www.evoting.nsdl.com> under the Shareholders/Members login by using the remote e-Voting credentials. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM. Further, Members may also use the OTP-based login for logging into the e-Voting system of NSDL.
- II. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their

respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

- III. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, membership No. and mobile number at [info@sdbbourse.com](mailto:info@sdbbourse.com) between Wednesday, October 14, 2020 (9.00 a.m. IST) and Friday, October 16, 2020 (5.00 p.m. IST). **Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM.** The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- IV. Members who need technical assistance before or during the AGM to access and participate in the Meeting may contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/1800-222-990 or contact Mr. Parag Jain, NSDL at [ParagJ@nsdl.co.in](mailto:ParagJ@nsdl.co.in)/+91 7819816130.

**D. The instructions for e-Voting during the AGM are as under:**

- I. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-Voting since the Meeting is being held through VC/OAVM.
- II. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

**E. General Instructions:**

- I. The Board of Directors have appointed Shah Jainam Navinchandra as the scrutiniser to the e-voting process, and voting at the e-AGM in a fair and transparent manner.
- II. The Scrutiniser shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the chairman, who shall countersign the same. The resolutions shall be deemed to be passed at the e-AGM of the company.

**Date:** 28.09.2020  
**Place:** Surat

**On behalf of Board Of Directors**

**Sd/-**  
**Mr. Vallabbhai Patel**  
**Director**  
**(DIN: 00091715)**