



Promoted by SDB DIAMOND BOURSE

Reg. Office: J-002, 177/P, DREAM City, Khajod, Surat - 395 007. India

CIN: U74140GJ2014NPLO81370 I GST: 24AAVCS2416E1ZD

Date:26.09.2023

Dear Member,

You are cordially invited to attend 9<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, 2023 to be held on Saturday, 30<sup>th</sup> November, 2023 at 04:00 PM (IST).

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

Thanking You,

: Place: Surat



On behalf of Board of Directors

A handwritten signature in blue ink, appearing to read 'Vallabhchai Patel'.

**Mr. Vallabhchai Patel**  
Director  
(DIN: 00091715)

**Enclosures:**

1. Notice of the AGM
2. Route Map
3. Proxy Form
4. Attendance Slip

## **NOTICE FOR THE 09TH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE NINTH (09TH) ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF SDB DIAMOND BOURSE** (CIN: U74140GJ2014NPL081370) will be held on **Saturday, September 30, 2023 at 04:00 p.m.** at Registered Office of the company at J-002, 177/P, Surat Diamond Bourse, Dream City, Khajod, Surat - 395007, India. to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **Item No. 1 - To receive, consider and adopt -**

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon;

#### **Item No. 2 - To Reappoint Mr. Vallabhbai Shamjibhai Patel as a Director, who retires by rotation and being eligible, offers himself for reappointment.**

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

**"RESOLVED THAT**, pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Vallabhbai Shamjibhai Patel (DIN: 00091715) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the company."

#### **Item No. 3 - Re-appointment of Statutory Auditors of the Company**

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

**"RESOLVED THAT**, pursuant to the provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the shareholders in the 09th Annual General Meeting of the Company be and is hereby accorded, to re-appoint M/s. NDJ & Co.,(FRN: 136345W), Chartered Accountant, Surat as the Statutory Auditors of the Company for a period of 5 (Five) consecutive years to hold office from the conclusion of this 09th Annual General Meeting till the conclusion of 14th Annual General Meeting to be held for the financial year 2027-2028, on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company."

**"RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

## **SPECIAL BUSINESS**

### **Item No. 4 - Ratification of Cost Auditors' remuneration.**

To consider and if thought fit, to pass with or without Modification, the following Resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration plus applicable taxes and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit, as recommended by the Audit Committee and approved by the Board of Directors, payable to M/s. Nanty Shah & Associates Cost Accountants (Firm Registration No. 101268) to act as Cost Auditors to conduct the audit of the relevant cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, for the financial year ending March 31, 2024 be and is hereby ratified and confirmed.

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

### **Item no. 5- To regularize appointment of Mr. Dharambhai Parshottambhai Patel as a Director of the Company**

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

**"RESOLVED THAT** Mr. Dharambhai Parshottambhai Patel (DIN: 01831075) who was appointed as an Additional Director of the Company, with effect from 21.12.2022 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof)and applicable provisions of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."

**Item no. 6- To regularize appointment of Mr. Nagjibhai Mohanbhai Sakariya as a Director of the Company**

**"RESOLVED THAT** Mr. Nagjibhai Mohanbhai Sakariya (DIN: 00109980) who was appointed as an Additional Director of the Company, with effect from 21.12.2022 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof)and applicable provisions of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

**"FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."



BY ORDER OF THE BOARD OF DIRECTORS  
FOR, **SDB DIAMOND BOURSE**

**Place:** Surat  
**Date:** 26/09/2023

  
VALLABHBHAI SHAMJIBHAI PATEL  
(Director)  
**DIN:** 00091715

**Registered Office:**

J-002, 177/P, Surat Diamond Bourse,  
Dream City, Khajod,  
Surat - 395007, India.  
CIN: U74140GJ2014NPL081370  
E-mail: [info@sdbbourse.com](mailto:info@sdbbourse.com)

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 09<sup>TH</sup> ANNUAL GENERAL MEETING ("AGM" or "meeting") OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10% (ten percent.) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. A proxy form is sent herewith. In case a member wants to appoint a proxy, duly completed and stamped proxy form, must reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
3. The Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
4. The Companies Act, 2013, provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail of this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right

in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to your Depository Participant.

5. All documents referred to in the accompanying Notice and the Explanatory Statement along with the Statutory Registers maintained by the Company as per the Companies Act, 2013 shall be open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:30 pm) on all working days, (except Saturday and Sunday) up to and including the date of the Annual General Meeting of the Company and also will be available for inspection by the members at the AGM.
6. Members/ proxies/ authorised representatives are requested to bring the Attendance Slip sent herewith, duly filled in, for attending the Meeting.
7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send a Certified Copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN card, passport, Aadhaar card or driving license to enter the AGM hall.
10. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Neel Madhav JemS LLP, Dream City, 946, SDB Rd, Surat, 395007

**Route Map of Venue of 09th Annual General Meeting of  
SDB DIAMOND BOURSE**

