



PATDIAM
JEWELLERY LTD

Date: 05th September, 2024

To,
The Manager
Listing & Compliance
Bombay Stock Exchange (BSE Limited)
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Sub: Notice of the 25th Annual General Meeting pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015

Scrip Code: 539401

Dear Sir,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed Notice of the 25th Annual General Meeting of the Company to be held on Monday, 30th day of September, 2024 at 01.00 P.M. at the Registered Office of the Company at 'Gala No 102, Bldg No 1, SEEPZ SEZ, Andheri (E) Mumbai – 400 096.

On Behalf of the Board of Directors
For **Patdiam Jewellery Limited**



Samir Kakadia
Managing Director
DIN: 00178128



PATDIAM JEWELLERY LIMITED

NOTICE FOR 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 25th Annual General Meeting of **Patdiam Jewellery Limited** will be held on Monday, the 30th day of September, 2024 at 01.00 P.M. at the Registered Office of the Company at Gala No. 102, Building No. 1, SEEPZ++, SEZ, Andheri East, Mumbai – 400 096, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2024 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Priti Kakadia (DIN: 00178147), who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. Approval for entering into Related Party Transactions by the Company

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

S. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Maximum Amounts (Per Annum)
1.	Sale, purchase or supply of any goods / materials	Mr. Samir Kakadia, Managing Director; Mrs. Priti Kakadia, Director & Mr. Pravin Kakadia Chairman and Director are the Partners in the Related entity	M/s Patdiam	Rs. 50,00,00,000/-
2.			M/s Patdiam Jewels	Rs. 10,00,00,000/-

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do cause to be done all such



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acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

4. Re-appointment of Mr. Samir Kakadia as the Managing Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V Part II Section III Clause (b)(i) and all the other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, subject to the approval of Central Government or other Government authority/agency/board, if any, and subject to approval of the Members, Mr. Samir Kakadia (DIN: 00178128) be and is hereby appointed as Managing Director of the Company for a period of Three years with effect from 01st September, 2024 to 31st August, 2027 as per the terms and conditions and increased remuneration as set out in the Managing Director Agreement placed before the meeting and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT in the event in any Financial Year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration, excluding commission amount payable on profits earned, as the minimum remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid appointment and increase in remuneration of Mr. Samir Kakadia (DIN: 00178128) from time to time, in accordance with and subject to the limits as stated in the draft Managing Director Agreement or as may be stipulated by the Central Government, if and to the extent necessary and applicable and to do all such acts, deeds, matters and things for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person, to give effect to the aforesaid resolution.”

Registered Office:



By Order of the Board of Directors

PATDIAM JEWELLERY LIMITED

Gala No 102, Bldg No. 1,
SEEPZ SEZ, Andheri (E),
Mumbai (MH) – 400 096

Dated:05/09/2024



For Patdiam Jewellery Limited

P. T. Kakadia

Pravin Kakadia

Chairman

Din:00178140

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting (AGM). Proxies submitted on behalf of Companies, societies etc. must be supported by appropriate resolution/ authority as applicable.
3. The Members/ Proxies/ Authorized Representative attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
4. Duplicate attendance slip shall not be issued at the AGM venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the AGM.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto.
8. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the AGM. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Corporate/ Registered Office of the Company.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2024 to 30th September, 2024 (both days inclusive).
10. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company at the following Address:
PATDIAM JEWELLERY LIMITED
Gala No 102, Bldg No 1,
SEEPZ SEZ, Andheri (E),
Mumbai - 400 096 (MH)
Member whose shareholding is in electronic mode, are requested to direct change of address to their respective depository participant.
11. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days' notice in writing is given to the Company.



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12. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will also be available for inspection by the members at the AGM.
13. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at Gala No 102, Bldg No 1, SEEPZ SEZ, Andheri (E), Mumbai - 400 096 (MH) for the attention of Ms. Kritika Jain, Company Secretary, at least ten days in advance of the Meeting so that requisite information can be made available at the Meeting.
14. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except holidays up to the date of AGM.
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
16. Electronic copy of the Annual Report and Notice of the 25th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 25th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in the permitted mode.
17. Members may also note that physical copies of the Notice of the 25th Annual General Meeting and the Annual Report for 2024 will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
18. Securities and Exchange Board of India (SEBI) & the Ministry of Corporate Affairs (MCA) encourages paperless communication as a contribution to greener environment.
Members holding shares in physical mode are requested to register their e-mail ID's with 'Bigshare Services Private Limited', the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
19. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under



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Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing e-voting facility to its shareholders.

20. In view of the amendment made to Section 139 of the Companies Act, 2013 vide the Companies (Amendment) Act, 2017 which is effective from 7th May, 2018, annual ratification of appointment of statutory auditors have been done away with. Hence no resolution has been proposed for the same.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
22. The route map showing directions to reach the venue of the Meeting is annexed.

Registered Office:

Gala No 102, Bldg No. 1,
SEEPZ SEZ, Andheri (E),
Mumbai (MH) - 400 096

Dated:05/09/2024

By Order of the Board of Directors
For **Patdiam Jewellery Limited**



P. T. Kakadia

Pravin Kakadia
Chairman
Din:00178140

PATDIAM JEWELLERY LIMITED

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 3& 4 in the accompanying Notice of the Annual General Meeting.

Item No. 3: Approval for entering into Related Party Transactions by the Company

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the Related Parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case transaction specified in Section 188(1) exceeding threshold limit specified in respective rules, prior approval of the shareholders by way of a Special Resolution must be obtained.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

1) Name of the Related Party:

- M/s Patdiam and
- M/s Patdiam Jewels

2) Name of the Director or Key Managerial Personnel who is related, if any and Nature of Relationship:

Mr. Samir Kakadia, Managing Director; Mrs.PritiKakadia, Director &Mr.PravinKakadia Chairman and Director are the common Partner in M/s Patdiamand M/s Patdiam Jewels.

3) Nature, material terms and particulars of the contract or arrangement:
Sale and Purchase of Diamond

4) Maximum monetary value involved

- M/s Patdiam and Rs.50,00,00,000/- (Rupees Fifty Crore Only)
- M/s Patdiam Jewels Rs.10,00,00,000/- (Rupees Ten Crore Only)

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 03 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item No. 03 for approval of the Members.



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Except Promoter Directors and their relatives (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

ITEM NO. 4

The Board of Directors in their meeting held on 31st August, 2024, on recommendation of Nomination and Remuneration Committee of the Company, had Mr. Samir Kakadia (DIN: 00178128) as Managing Director of the Company for a period of Three years from 01st September, 2024 to 31st August, 2027, subject to approval by the members in the ensuing Annual General Meeting of the Company on the terms and conditions as per Agreement entered into by and between the Company and Mr. Samir Kakadia.

Brief resume of Mr. Samir Kakadia, nature of his expertise in specific functional areas, names of companies in which he holds directorship and the membership/ chairmanship of Board Committees, shareholding in the company and relationship between the Directors inter-se as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are annexed to this Notice.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members.

The terms and conditions and remuneration are set out in the Managing Director Agreement entered with the Company for this purpose.

Registered Office:

Gala No 102, Bldg No. 1,
SEEPZ SEZ, Andheri (E),
Mumbai (MH) – 400 096

Dated: 05/09/2024



By Order of the Board of Directors
For Patdiam Jewellery Limited

A handwritten signature in black ink, appearing to read 'P. P. Kakadia'.

Pravin Kakadia
Chairman
Din: 00178140

PATDIAM JEWELLERY LIMITED

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Details of Director seeking Re-Appointment at the forthcoming Annual General Meeting:

Name of Director	Mrs. Priti Kakadia
Date of Birth	19/06/1972
Nationality	Indian
Date of Appointment on the Board	25/06/1999
Shareholding	129000 Equity Shares (as on 31.03.2024)
Qualification	Graduated in Commerce
Relationship between directors inter-se	Wife of Mr. Samir Kakadia
Expertise	Jewellery Manufacturing & Marketing
Name of Companies in which he/she holds directorship	NIL
Name of Committees of the Companies in which he/ she holds Membership (as on 31.03.2024)	Committee positions held in Company: Audit Committee- Member Nomination & Remuneration Committee- Member Stakeholder's Relationship Committee- Member Positions held in other Public Companies: Nil



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DETAILS OF DIRECTOR APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Details of Director seeking Appointment at the forthcoming Annual General Meeting:

Name of Director	Mr. Samir Kakadia
Date of Birth	05/04/1970
Nationality	Indian
Date of Appointment on the Board	25/06/1999
Shareholding	940500 Equity Shares (as on 31.03.2024)
Qualification	Graduate
Relationship between directors inter-se	Brother of Mr. Pravin Kakadia & Husband of Mrs. Priti Kakadia
Expertise	Jewellery Manufacturing & Marketing
Name of Companies in which he/she holds directorship	Other Directorship (as on 31.03.2024): - Golden Medows Properties Pvt. Ltd. - One Zest Media Private Limited
Name of Committees of the Companies in which he/ she holds Membership (as on 31.03.2024)	Committee positions held in Company: - Nil Committee Positions held in other Public Companies: - Nil

