SUNRAJ

To,
The Board of Directors,
Sunraj Diamond Exports Limited ("**Company**"),
616, Prasad Chambers, 6th Floor,
Plot CS 1487, Tata Road 2, Roxy Cinema,
Opera House, Girgaon,
Mumbai 400004.

Re: 1/2023-2024 Board Meeting on Monday, 29th May, 2023 at 4.30 pm.

Dear Sirs,

NOTICE is hereby given that the 1/2023-2024 Meeting of Board of Directors of the Company will be held on Monday, 29th May, 2023 at 616 Prasad Chambers, 6th Floor, Plot Cs 1487, Tata Road 2, Roxy Cinema, Opera House, Girgaon, Mumbai 400004 at 4.30 pm to transact the business as mentioned in agenda. The agenda and notes to agenda are enclosed herewith for your perusal and information.

Please make it convenient to attend the meeting. If you are unable to attend a meeting, leave of absence should be specifically requested for by way of a communication addressed to the Company prior to the date of the meeting.

Thanking you,
Yours Faithfully,

For and on behalf of Board of Directors of
Sunraj Diamond Exports Limited

.....
Sunny Sunil Gandhi
Whole - Time Director
DIN: 00695322

Place: Mumbai
Date: 19/05/2023

Encl: Agenda and notes to agenda.

AGENDA FOR THE 1/2023-2024 MEETING OF THE BOARD OF DIRECTORS OF SUNRAJ DIAMOND EXPORTS LIMITED TO BE HELD ON MONDAY, 29th MAY, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT 616, PRASAD CHAMBERS, 6th FLOOR, PLOT CS 1487, TATA ROAD 2, ROXY CINEMA, OPERA HOUSE, GIRGAON, MUMBAI 400004 AT 4:30 P.M.

1. To elect the Chairman of the meeting.
2. To Determine Quorum & Mode of attendance.
3. To grant leave of absence, if any, to the Directors who are unable to attend the meeting.
4. To take note of the minutes of the previous Board meeting held on 09th February, 2023.
5. To take note of the Circular Resolutions passed since last Board Meeting.
6. To consider, review and take note of the proceedings of the Stakeholders Relationship Committee Meeting.
7. To consider, review and take note of the proceedings of the Audit Committee Meeting.
8. To take note of DPT-3 for the financial year ending 31st March, 2023.
9. To consider and take note of Declaration received from Directors u/s 164(2) and u/s 184 of the Companies Act, 2013.
10. To consider and approve the Audited Standalone and Consolidated Financial Statements and other related matters for the Quarter and Financial Year ended 31st March, 2023:
    a) To consider and approve audited Standalone and Consolidated Financial Statements of the Company for the quarter and financial year ended 31st March, 2023;
    b) To consider the draft Auditor's report for the year ended 31st March, 2023.
11. To consider and approve appointment of M/s. Kiran Doshi & Co., Practicing Company Secretaries as the Secretarial Auditor of the company for the financial year 2023-24
12. Any other item with the permission of the Chair
13. Vote of Thanks.

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NOTES TO THE AGENDA

1. **ITEM NO. 01: TO ELECT CHAIRMAN OF THE MEETING:**
   The members of board to elect any one among themselves as Chairman of the meeting.

2. **ITEM NO. 02: TO DETERMINE QUORUM & MODE OF ATTENDANCE:**
   The Chairman to determine Quorum and mode of attendance.

3. **ITEM NO. 03: LEAVE OF ABSENCE:**
   Leave of absence will be granted to the Directors, if any, who are unable to attend the Board meeting. Formal letter or intimation via email by any Director of the Company, prior to the date of the meeting who is unable to attend the Board meeting will be taken into consideration.

4. **ITEM NO. 04: CONFIRMATION OF MINUTES:**
   To confirm and sign Minutes of the previous Board Meeting held on 09th February, 2023.

5. **ITEM NO. 05: TO TAKE NOTE OF THE CIRCULAR RESOLUTIONS PASSED SINCE LAST BOARD MEETING:**
   The Chairman to place before the Board circular resolutions passed since last Board Meeting.

   The Board to take note of the same.

6. **ITEM NO. 06: TO TAKE NOTE OF THE PROCEEDINGS OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING:**
   The Chairman to place before the Board, the proceedings of the Stakeholders Relationship Committee meeting to be held before this meeting of the Board of Directors.

   The Board to take note of the same.

7. **ITEM NO. 07: TO TAKE NOTE OF THE PROCEEDINGS OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING:**

   The Chairman to place before the Board, the proceedings of the Audit Committee meeting to be held before this meeting of the Board of Directors.

   The Board to take note of the same.

8. **ITEM NO. 08: NOTING OF DPT 3 FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2023:**

The Board to discuss and if thought fit, pass the following resolution with or without modification(s);

"**RESOLVED THAT** any one of the Director of the Company be and is hereby authorized to digitally sign E-Form DPT-3 Annual Return of Deposit with Registrar of Companies and do all such acts, deeds and things as may be necessary in this regards."

9. **ITEM NO. 09: TO CONSIDER AND NOTE DECLARATION FROM DIRECTORS RECEIVED U/S 164(2) AND U/S 184(1) OF THE COMPANIES ACT, 2013**:

The Chairman to place before the Board, declarations u/s 164 and u/s 184(1) of the Companies Act, 2013 in Form DIR 8 and MBP 1 as received from all the Directors of the Company.

The Board to review and take note of the same.

10. **ITEM NO. 10: TO CONSIDER AND APPROVE THE AUDITED STANDALONE FINANCIAL STATEMENTS AND OTHER RELATED MATTERS FOR THE QUARTER AND FINANCIAL YEAR ENDED 31ST MARCH, 2023:**

The approval of the Board is sought for the following:

(a) **Adoption of Financial Statements:**
To consider and approve Standalone and Consolidated Financial Statements of the Company together with all annexures as referred therein along with the Standalone and Consolidated Financial Statements prepared as per the SEBI approved format, for the quarter and financial year ended 31st March, 2023. Necessary documents will be placed at the Board Meeting for approval.

(b) **Draft Auditor' Report:**
To consider and approve the draft Auditor's report on the Standalone Financial Statements that will be placed at the Board meeting.

11. **ITEM NO. 11: TO CONSIDER AND APPROVE APPOINTMENT OF M/S. KIRAN DOSHI & CO., PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITOR OF THE COMPANY FOR THE FINANCIAL YEAR 2023-24:**

The board to discuss and approve the appointment of M/s. Kiran Doshi & Co., as the Secretarial Auditor of the Company.

12. **ITEM NO. 12: ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN:**

13. **ITEM NO. 13: VOTE OF THANKS:**