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: 2/2023-2024 Board Meeting on Friday, 11th August, 2023 at 3.00 p.m.

Dear Sirs,

NOTICE is hereby given that the 2/2023-2024 Meeting of Board of Directors of the Company will be held on Friday, 11th August, 2023 at 616, Prasad Chambers, 6th floor, Plot CS 1487, Tata Road 2, Roxy Cinema, Opera House, Girgaon, Mumbai - 400004 at 3.00 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
Director
DIN: 00695322

Place: Mumbai
Date: 31/07/2023.

Encl: Agenda and notes to agenda.

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AGENDA FOR THE 2/2023-2024 MEETING OF THE BOARD OF DIRECTORS OF SUNRAJ DIAMOND EXPORTS LIMITED TO BE HELD ON FRIDAY, 11th AUGUST, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT 616, PRASAD CHAMBERS, 6TH FLOOR, PLOT CS 1487 TATA ROAD 2, ROXY CINEMA, OPERA HOUSE, GIRAGON, MUMBAI – 400004 AT 03.00 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 29th May, 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 Nomination and Remuneration Committee Meeting.
7. To consider, review and take note of the proceedings of the Stakeholders Relationship Remuneration Committee Meeting.
8. To consider, review and take note of the proceedings of the Audit Committee Meeting.
9. To consider and approve un-audited financial statements along with the Limited Review Report for the Quarter ended as on 30th June, 2023.
10. To consider and approve the Directors Report for the financial year ending as on 31st March, 2023.
11. To consider and approve Notice of the 33rd Annual General Meeting of the Company.
12. To appoint Mr. Kiran Doshi of M/s. Kiran Doshi and Co., Company Secretaries to act as Scrutinizer for the 33rd Annual General Meeting of the Company.
13. To close Register of Members & Share Transfer Books of the Company.
14. To consider and approve the re-appointment of Mr. Pravin Shah (DIN: 00695322) as the Independent Director of the Company.
15. Any other item with the permission of the Chair
16. 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 29th May, 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 CONSIDER, REVIEW AND TAKE NOTE OF THE MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING:**
   The Chairman to place before the Board the proceedings of the Nomination and Remuneration Committee meeting for their noting and approval.

7. **TO CONSIDER, REVIEW AND TAKE NOTE OF THE MINUTES OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING:**
   The Chairman to place before the Board the proceedings of the Stakeholders Relationship Committee meeting for their noting and approval.

8. **TO CONSIDER, REVIEW AND TAKE NOTE OF THE MINUTES OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING:**
   The Chairman to place before the Board the proceedings of the Audit Committee meeting for their noting and approval.

9. **ITEM NO. 09: TO CONSIDER AND APPROVE UN-AUDITED FINANCIAL STATEMENT ALONG WITH THE LIMITED REVIEW REPORT FOR THE QUARTER AND 3 MONTHS ENDED AS ON 30TH JUNE, 2023:**

As per Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 the Un-audited Financial Results together with the Limited Review Report of the Company for the quarter and 3 Months ended as on 30th June, 2023 will be placed before the Board of Directors for approval. The Board to discuss and pass the following resolution with or without any modification(s);

"**RESOLVED THAT** the Un-audited Financial Results together with the Limited Review Report of the Company for the quarter ended as on 30th June, 2023 be and are hereby considered and approved and the same be submitted to the Stock Exchange in compliance with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Sunny Sunil Gandhi (DIN: 00695322) Whole Time Director of the Company, be and is hereby authorized to take all such steps and to do all such acts, deeds, matters and things as may deem necessary in this regard."

10. **ITEM NO. 10: TO CONSIDER AND APPROVE THE DIRECTORS REPORT FOR THE FINANCIAL YEAR ENDING AS ON 31ST MARCH, 2023:**

The Chairman to place before the Board the draft Directors Report for the financial year ended 31st March, 2023. The Board to discuss and approve the same by passing the following resolution with or without modification(s);

"**RESOLVED THAT** the Directors Report for the financial year 2022-23 as placed before the Board be and is hereby approved and any two directors of the Company be and are hereby authorized to sign the Directors Report on behalf of the Company."

11. **ITEM NO. 11: TO CONSIDER AND APPROVE NOTICE OF THE 33RD ANNUAL GENERAL MEETING OF THE COMPANY:**

The Company proposes to hold its 33rd Annual General Meeting of the Company for the financial year ended 31st March, 2023 on 26th September, 2023. The chairman to place before the Board a draft notice calling the 33rd Annual General Meeting of the Company. The board to discuss and approve the notice by passing following resolution with or without modification(s);

"**RESOLVED THAT** the 33rd Annual General Meeting of the Company be held on Tuesday, 26th September, 2023 through Video Conferencing (VC) or Other Audio Visual

Means (OAVM) at 11.30 a.m. and the draft notice and agenda calling the meeting as placed before the Board be and is hereby approved by the Board.

RESOLVED FURTHER THAT Mr. Anshul Garg, Company Secretary of the Company be and is hereby authorized to sign and circulate the notice to all the shareholders of the Company and to the Directors and Auditors of the Company."

12. **ITEM NO. 12: TO APPOINT MR. KIRAN DOSHI OF M/S. KIRAN DOSHI AND CO., COMPANY SECRETARIES TO ACT AS SCRUTINIZER FOR THE 33RD ANNUAL GENERAL MEETING OF THE COMPANY:**

The Company proposes to appoint Mr. Kiran Doshi of M/s. Kiran Doshi and Co., Company Secretaries to act as scrutinizer for the 33rd Annual General Meeting of the company. The Board to discuss and approve the notice by passing the following resolution with or without modification(s);

"**RESOLVED THAT** Mr. Kiran Doshi, Practicing Company Secretary, Proprietor of M/s. Kiran Doshi & Co., Company Secretaries (Membership Number: 13007) be and is hereby appointed as the Scrutinizer for the 33rd Annual General Meeting to be held for Financial Year 2022-23 for conducting the e-voting process in a fair and transparent manner.

RESOLVED FURTHER THAT Mr. Sunny Sunil Gandhi, Whole-time Director of the Company be and is hereby authorised to fix the remuneration payable to the Scrutinizer in consultation with him, for the duties performed by him as the Scrutinizer and that any out-of-pocket expenses and incidental expenses incurred by him in this connection be reimbursed by the company to him."

13. **ITEM NO. 13: TO CLOSE REGISTER OF MEMBERS & SHARE TRANSFER BOOKS OF THE COMPANY:**

The Board to consider and close the Registers of Members and Share Transfer Books of the Company for determining the record date for the 33rd Annual General Meeting of the Company.

14. **ITEM NO. 14: TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. PRAVIN DAHYABHAI SHAH (DIN: 08000282) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

The Chairman to place before the Board the recommendation of the Nomination Remuneration Committee for re-appointment of Mr. Pravin Dahyabhai Shah as the Independent Director. The Board to discuss and if thought fit to pass the following resolution with or without modification(s);

"RESOLVED THAT that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, and upon the recommendation of the Nomination and Remuneration Committee and subject to the consent of shareholders of the company, the Board of Directors of the Company be and hereby approve and recommend the re-appointment of Mr. Pravin Dahyabhai Shah (DIN: 08000282), who meets the criteria of being Independent Director as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years ending on 25th September, 2028.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. Anshul Garg, Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

15. **ITEM NO. 15: ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN:**

16. **ITEM NO. 16: VOTE OF THANKS:**