



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

**Re: 4/2022-2023 Board Meeting on Monday, 22<sup>nd</sup> August, 2022 at 3.30 p.m.**

Dear Sirs,

NOTICE is hereby given that the 4/2022-2023 Meeting of Board of Directors of the Company will be held on Monday, 22<sup>nd</sup> August, 2022 at 616 Prasad Chambers, 6<sup>th</sup> flr, Plot CS 1487 Tata Road 2, Roxy Cinema, Opera House, Girgaon, Mumbai - 400004 at 3.30 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**  
Director  
Din: 00695322

Place: Mumbai  
Date: 16/08/2022.

Encl: Agenda and notes to agenda.

**SUNRAJ DIAMOND EXPORTS LTD.**

**CIN NO. : L36912MH1990PLC057803**

Regd. Office : 616 Prasad Chambers, Swadeshi Mills Compound, Opera House, Mumbai 400004

Tel : 022 23610069 / 23638559, Email : [info@sunrajdiamonds.com](mailto:info@sunrajdiamonds.com), Website : [www.sunrajdiamonds.com](http://www.sunrajdiamonds.com)

**AGENDA FOR THE 4/2022-2023 MEETING OF THE BOARD OF DIRECTORS OF SUNRAJ DIAMOND EXPORTS LIMITED TO BE HELD ON MONDAY, 22<sup>ND</sup> AUGUST, 2022 AT THE REGISTERED OFFICE OF THE COMPANY AT 616, PRASAD CHAMBERS, 6<sup>TH</sup> FLR, PLOT CS 1487 TATA ROAD 2, ROXY CINEMA, OPERA HOUSE, GIRAGON, MUMBAI – 400004 AT 03.30 P.M.**

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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 12<sup>th</sup> August, 2022.
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 and approve the Directors Report for the financial year ending as on 31<sup>st</sup> March, 2022.
8. To consider and approve Notice of the 32<sup>nd</sup> Annual General Meeting of the Company.
9. To appoint Mr. Kiran Doshi of M/s. Kiran Doshi and Co., Company Secretaries to act as Scrutinizer for the 32<sup>nd</sup> Annual General Meeting of the Company.
10. To close Register of Members & Share Transfer Books of the Company.
11. To consider and approve the re-appointment of Mr. Sunny Sunil Gandhi (DIN: 00695322) as the Whole-Time Director – Additional Executive Director of the Company.
12. Any other item with the permission of the Chair
13. Vote of Thanks.

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**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 12<sup>th</sup> August, 2022.

**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. ITEM NO. 07: TO CONSIDER AND APPROVE THE DIRECTORS REPORT FOR THE FINANCIAL YEAR ENDING AS ON 31<sup>ST</sup> MARCH, 2022:**

The Chairman to place before the Board the draft Directors Report for the financial year ended 31<sup>st</sup> March, 2022. 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 2021-22 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.”

**8. ITEM NO. 08: TO CONSIDER AND APPROVE NOTICE OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE COMPANY:****SUNRAJ DIAMOND EXPORTS LTD.****CIN NO. : L36912MH1990PLC057803**

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The Company proposes to hold its 32<sup>nd</sup> Annual General Meeting of the Company for the financial year ended 31<sup>st</sup> March, 2022 on 30<sup>th</sup> September, 2022. The chairman to place before the Board a draft notice calling the 32<sup>nd</sup> 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 32<sup>nd</sup> Annual General Meeting of the Company be held on Friday, 30<sup>th</sup> September, 2022 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.”

**9. ITEM NO. 09: TO APPOINT MR. KIRAN DOSHI OF M/S. KIRAN DOSHI AND CO., COMPANY SECRETARIES TO ACT AS SCRUTINIZER FOR THE 32<sup>ND</sup> 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 32<sup>nd</sup> 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: A23985) be and is hereby appointed as the Scrutinizer for the 32<sup>nd</sup> Annual General Meeting to be held for Financial Year 2021-22 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.”

**10. ITEM NO. 10: 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 32<sup>nd</sup> Annual General Meeting of the Company.

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**11. ITEM NO. 11: TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF MR. SUNNY SUNIL GANDHI (DIN: 00695322) AS THE WHOLE-TIME DIRECTOR – ADDITIONAL EXECUTIVE DIRECTOR OF THE COMPANY:**

The Chairman to place before the Board the recommendation of the Nomination Remuneration Committee for re-appointment of Mr. Sunny Gandhi as the Whole-Time Director – Additional Executive Director. The Board to discuss and if thought fit to pass the following resolution with or without modification(s);

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Companies Act, 2013 and subject to approval of shareholders of the Company, the consent of the Board of Directors of the Company, be and is hereby accorded to the reappointment of Mr. Sunny Gandhi (DIN: 00695322), as a Whole-time Director of the Company, retiring by rotation with the designation Executive Director, for a period of 3 years effective from 1<sup>st</sup> October, 2022, on the remuneration and terms and conditions set out by the Board of Directors and to alter and vary the terms, conditions and remuneration in such manner as the Board of Directors may deem fit and as is acceptable to Mr. Sunny Gandhi within the limits specified in the Act, including any statutory amendment, modifications or re-enactment thereof.

**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.”

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

**13. ITEM NO. 10: VOTE OF THANKS:**

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