

8<sup>th</sup> February, 2021.

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

**Re: 4/2020-2021 Board Meeting on Monday, 15<sup>th</sup> February, 2021 at 3.30 pm.**

Dear Sirs,

NOTICE is hereby given that the 4/2020-2021 Meeting of Board of Directors of the Company will be held on Monday, 15<sup>th</sup> February, 2021 at 616 Prasad Chambers, 6th 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

Encl: Agenda and notes to agenda.

**SUNRAJ DIAMOND EXPORTS LTD.**

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

Tel : 022 23610069 / 23638559

E-mail : [info@sunrajdiamonds.com](mailto:info@sunrajdiamonds.com)

Website : [www.sunrajdiamonds.com](http://www.sunrajdiamonds.com)

**CIN NO. : L36912MH1990PLC057803**

**AGENDA FOR THE 4/2020-2021 MEETING OF THE BOARD OF DIRECTORS OF SUNRAJ DIAMOND EXPORTS LIMITED TO BE HELD ON MONDAY, 15<sup>th</sup> FEBRUARY, 2021 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 27<sup>th</sup> November, 2020.
5. To consider, review and take note of the minutes of the Stakeholders Relationship Committee Meeting held on 27<sup>th</sup> January, 2021.
6. To consider, review and take note of the proceedings of the Audit Committee Meeting.
7. To consider, review and take note of the proceedings of the Nomination and Remuneration Committee Meeting.
8. To consider, review and take note of the proceedings of the Independent Directors Meeting.
9. To consider and approve un-audited financial statement along with the Limited Review Report for the Quarter ended as on 31st December, 2020.
10. To consider and approve the Appointment of M/s. Govind Prasad & Co., Chartered Accountant as the new Statutory Auditor of the Company.
11. To consider and approve Notice of the Thirtieth Annual General Meeting of the Company.
12. To Review the Business of the Company.
13. Any other matter with the permission of the Chairman.
14. Vote of Thanks.

**NOTES TO THE AGENDA**

1. **ITEM NO: 01/BM/4/2020-21: 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/BM/4/2020-21: TO DETERMINE QUORUM & MODE OF ATTENDANCE:**  
The Chairman to determine Quorum and mode of attendance.

3. **ITEM NO: 03/BM/4/2020-21: 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.

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4. **ITEM NO: 04/BM/4/2020-21: CONFIRMATION OF MINUTES:**

To confirm and sign Minutes of the previous Board Meeting held on 27<sup>th</sup> November, 2020.

5. **ITEM NO: 05/BM/3/2020-21: TO CONSIDER, REVIEW AND TAKE NOTE OF THE MINUTES OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING:**

The Chairman to place before the committee the minutes of the Stakeholders Relationship Committee meeting held on 27<sup>th</sup> November, 2021 for their noting and approval.

6. **ITEM NO: 06/BM/3/2020-21: TO CONSIDER, REVIEW AND TAKE NOTE OF THE PROCEEDINGS OF THE AUDIT COMMITTEE MEETING:**

The Chairman to place before the committee the proceedings of the Audit Committee meeting for their noting and approval.

7. **ITEM NO: 07/BM/3/2020-21: TO CONSIDER, REVIEW AND TAKE NOTE OF THE PROCEEDINGS OF THE NOMINATION AND REMUNERATION COMMITTEE MEETING:**

The Chairman to place before the committee the proceedings of the Nomination and Remuneration Committee meeting for their noting and approval.

8. **ITEM NO: 08/BM/3/2020-21: TO CONSIDER, REVIEW AND TAKE NOTE OF THE OUTCOME OF THE INDEPENDENT DIRECTORS MEETING:**

The Chairman to place before the committee the outcome of the Independent Directors meeting for their noting and approval.

9. **ITEM NO: 09/BM/4/2020-21: CONSIDER AND APPROVE THE UNAUDITED FINANCIAL STATEMENT TOGETHER WITH THE LIMITED REVIEW REPORT FOR THE QUARTER ENDED 31<sup>st</sup> DECEMBER, 2020:**

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 ended 31<sup>st</sup> December, 2020 will be placed before the Board of Directors for approval. The Board to discuss and pass the following resolution with or without any modifications:

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“**RESOLVED THAT** the Un-audited Financial Results together with the Limited Review Report of the Company for the quarter ended 31<sup>st</sup> December, 2020 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/BM/4/2020-21: APPROVAL AND RECOMMENDATION FOR APPOINTMENT OF M/S GOVIND PRASAD & CO., CHARTERED ACCOUNTANT AS NEW STATUTORY AUDITOR:**

The Chairman informed the Board that the term of Statutory Auditor is expiring in the forthcoming Annual General Meeting and that the Company is required to appoint new Statutory Auditor. The Board to consider and approve the appointment of M/s. Govind Prasad & Co., Chartered Accountant, (FRN:114360W) registered with the The Institute of Chartered Accountants of India, as new Statutory Auditor of the Company and the following resolution to be passed with or without any modifications:

“**RESOLVED THAT** pursuant to the provisions of Sections 139 and 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, and subject to the approval of Members in the Annual General Meeting, M/s Govind Prasad & Co, Chartered Accountants, (FRN No. 114360W) be and are hereby appointed as Statutory Auditors of the Company, to hold office for a period of 5 years, from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting to be held in the year 2025 on such remuneration and reimbursement of out of pocket expenses as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

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**11. ITEM NO: 11/BM/4/2020-21: TO DISCUSS AND APPROVE NOTICE OF THIRTIETH ANNUAL GENERAL MEETING OF THE COMPANY:**

The Chairman to place the draft notice of Thirtieth Annual General Meeting of the Company before the Board members for their approval. The Board to pass the following resolution with or without any modifications;

“**RESOLVED THAT** Thirtieth Annual General Meeting of the shareholders be convened on through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

**RESOLVED FURTHER THAT** the draft Notice convening the Thirtieth Annual General Meeting be initialed by the Chairman of the Meeting for the purpose of identification be and is hereby approved.

**RESOLVED FURTHER THAT** Mr. Sunny Sunil Gandhi, Whole Time Director, be and is hereby authorised to issue the said Notice in terms of the approved draft along with the Financial Statements for the financial year ended 31st March, 2020 to the Members, Directors and Auditors of the Company.”

**12. ITEM NO: 12/BM/4/2020-21 : REVIEW OF BUSINESS:**

**13. ITEM NO: 13/BM/4/2020-21: ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN:**

**14. ITEM NO: 14/BM/4/2020-21: VOTE OF THANKS:**

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