

16th September, 2020.

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: 1/2020-2021 Board Meeting on Wednesday, 23rd September, 2020 at 3.30 pm.

Dear Sirs,

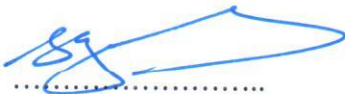
NOTICE is hereby given that the 1/2020-2021 Meeting of Board of Directors of the Company will be held on Wednesday, 23rd September, 2020 at 616 Prasad Chambers, 6th flr, Plot CS 1487 Tata Road 2, Roxy Cinema, Opera House, Girgaon, Mumbai - 400004 at 3.30 pm to transact the business as mentioned in agenda. 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

Website : www.sunrajdiamonds.com

CIN NO. : L36912MH1990PLC057803

AGENDA FOR THE 1/2020-2021 MEETING OF THE BOARD OF DIRECTORS OF SUNRAJ DIAMOND EXPORTS LIMITED TO BE HELD ON WEDNESDAY 23rd SEPTEMBER, 2020 AT THE REGISTERED OFFICE OF THE COMPANY AT 616, PRASAD CHAMBERS, 6TH FLR, PLOT CS 1487 TATA ROAD 2, ROXY CINEMA, OPERA HOUSE, GIRAGON, MUMBAI – 400004 AT 03.30 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 14th February, 2020.
5. To take note of Circular Resolution passed since last Board Meeting.
6. To consider, review and take note of the minutes of the Stakeholders Relationship Committee Meeting held on 7th June, 2020 and 28th August, 2020.
7. To consider, review and take note of the proceedings of the Audit Committee Meeting.
8. To consider and take note of Declaration received from Directors u/s 164(2) and u/s 184 of the Companies Act, 2013.
9. To consider and approve the Audited Standalone Financial Statements, other related matters for the Quarter and Financial Year ended 31st March, 2020.
 - a) To consider and approve audited Standalone Financial Statements of the Company for the year ended 31st March, 2020;
 - b) To consider the draft Auditor's report for the year ended 31st March, 2020;
 - c) To consider and approve Board's report for the year ended 31st March, 2020.
10. To consider and approve Unaudited Financial Results for the Quarter ended 30th June, 2020.
11. To note and accept resignation of Mr. Prabhodhchandra Joshi from the position of Chief Financial Officer (CFO) w.e.f. 31st August, 2020.
12. To discuss and consider extension of the 30th Annual General Meeting of the Company for the Financial Year ended 31st March, 2020.
13. To Consider Change in Registered Office of the Company.
14. Any other item with the permission of the Chair
15. Vote of Thanks.

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NOTES TO THE AGENDA**1. ITEM NO: 01/BM/1/2020-21: 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/1/2020-21: TO DETERMINE QUORUM & MODE OF ATTENDANCE:

The Chairman to determine Quorum and mode of attendance.

3. ITEM NO: 03/BM/1/2020-21: 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.

4. ITEM NO: 04/BM/1/2020-21: CONFIRMATION OF MINUTES:

To confirm and sign Minutes of the previous Board Meeting held on 14th February, 2020.

5. ITEM NO: 05/BM/1/2020-21: CONFIRMATION AND NOTING OF CIRCULAR RESOLUTION PASSED SINCE LAST BOARD MEETING:

There was a circular resolutions passed since last Board Meeting. The Board to note and confirm the same:

a) CLOSURE OF UNPAID DIVIDEND BANK ACCOUNT WITH HDFC BANK LTD: APPROVED ON 14th SEPTEMBER, 2020

“RESOLVED THAT The Unpaid Dividend Account Of Sunraj Diamond Exports Limited’ Bearing Account No. 006022300015341 with HDFC Bank Ltd., Fort Branch, Mumbai, be closed and the balance lying in the said account be transferred to the Investor Education & Protection Fund, in accordance with Section 124 and 125 of the Companies Act, 2013 (corresponding to Section 205A and 205C of the Companies Act 1956), Read with the Investor Education & Protection Fund (Awareness & Protection of Investors) Rules, 2001.

“RESOLVED FURTHER THAT Mr. Sunny Gandhi, Director be and are hereby authorized severally and jointly, to execute indemnity bonds and / or such other documents as may be required by the HDFC Bank Ltd. for the closure of the aforesaid account”

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6. **ITEM NO: 06/BM/1/2020-21: 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 7th June, 2020 and 28th August, 2020 for their noting and approval.

7. **ITEM NO: 07/BM/1/2020-21: 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.

8. **ITEM NO: 08/BM/1/2020-21: TO CONSIDER AND NOTE DECLARATION FROM DIRECTORS RECEIVED U/S 164(2) AND U/S 184(1) OF THE COMPANIES ACT, 2013.**

The Chairman informed that Company has received declarations u/s 164 and u/s 184(1) of the Companies Act, 2013 in Form DIR8 and MBP 1 from all the Directors of the Company.

The Board to review and take note of the same.

9. **ITEM NO: 09/BM/1/2020-21: APPROVAL OF AUDITED STANDALONE FINANCIAL STATEMENTS AND OTHER RELATED MATTERS FOR THE YEAR ENDED 31ST MARCH, 2020 AS UNDER:**

The approval of the Board is sought for the following.

(a) **Adoption of Financial Statements:**

To consider and approve Standalone Financial Statements of the Company together with all annexures as referred therein along with the financial statement prepared as per the SEBI approved format, for the year ended 31st March, 2020. Necessary documents will be placed at the Board Meeting.

(b) **Draft Auditor' Report:**

To consider and approve the draft Auditor's report that will be placed at the Board meeting.

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10. ITEM NO: 10/BM/1/2020-21: TO CONSIDER AND APPROVE UNAUDITED FINANCIAL RESULTS FOR THE QUARTER ENDED 30TH JUNE, 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 30th June, 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:

“RESOLVED THAT the Un-audited Financial Results together with the Limited Review Report of the Company for the quarter ended 30th June, 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.”

11. ITEM NO: 11/BM/1/2020-21: TO NOTE AND ACCEPT RESIGNATION OF MR. PRABHODHCHANDRA JOSHI FROM THE POSITION OF CHIEF FINANCIAL OFFICER (CFO) W.E.F 31ST AUGUST, 2020

The Chairman to place before the Board resignation letter received from Mr. Prabhodhchandra Vidyadhar Joshi showing his willingness to resign from the position of Chief Financial Officer of the Company w.e.f. 25th September, 2020. The Board to discuss and pass the following resolution unanimously:

"RESOLVED THAT the notice of resignation dated 25th September, 2020 received from Mr. Prabhodhchandra Vidyadhar Joshi, Chief Financial Officer (CFO) (PAN:AIDPJ5926B) showing his willingness to resign from the position of CFO of the Company be and is hereby accepted and approved by the Board of Directors of the Company and that the resignation will be effective from 31st August, 2020 and that the necessary return to be filed with the Registrar of Companies, Mumbai, Maharashtra.

RESOLVED FURTHER THAT the Board places on record the valuable services rendered by Mr. Prabhodhchandra Vidyadhar Joshi during his tenure as a CFO of the Company and expresses their deep sense of appreciation and gratitude for the same.

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RESOLVED FURTHER THAT any one Director of the Company be and his hereby severally authorised to sign and file necessary forms / eforms and intimate requisite authorities and do all such acts, deeds, matters and things as may be necessary to give effect to this resolution from its effective date.”

12. ITEM NO: 12/BM/1/2020-21:TO DISCUSS AND CONSIDER EXTENSION OF 30TH ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020:

The Company proposes to seek extension of its 30th Annual General Meeting of the Company for the financial year ended 31st March, 2020 for a period of 3 months upto 30th December, 2020. As the matter is urgent and cannot be postponed till next Board meeting, the same is proposed to be passed through circular.

“**RESOLVED THAT** pursuant to the provisions of Section 96 and other applicable provisions, if any, of the Companies act 2013, the company do hereby make an application with the Registrar of Companies, Maharashtra, Mumbai for extension of time for holding the 30th Annual General Meeting for the financial year ended 31st March, 2020 for a period of 3 months from the last date on which the Annual General Meeting of the Company should have been held ie. upto 30th December, 2020”.

“**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorized on behalf of the Company to sign and file application with the Registrar of Companies, Maharashtra, Mumbai and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

13. ITEM NO: 13/BM/1/2020-21:TO CONSIDER CHANGE IN REGISTERED OFFICE OF THE COMPANY:

The Chairman informed that Board that registered office of the Company to be changed from 1412 – 1414, Prasad Chambers, 14th Floor, Swadeshi Mills Compound, Opera House, Mumbai 400004, India to 616 Prasad Chambers, 6th floor, Plot - CS 1487, Tata Road 2, Roxy Cinema, Opera House, Girgaon, Mumbai-400004. The Board to discuss and pass the following resolution unanimously:

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“**RESOLVED THAT** pursuant to the provisions of section 12 of the Companies Act, 2013 and any other provisions applicable, if any, consent of the Board of Directors of the Company be and is hereby accorded to shift the registered office of the company from 1412 – 1414, Prasad Chambers, 14th Floor, Swadeshi Mills Compound, Opera House, Mumbai 400004, India to 616 Prasad Chambers, 6th floor, Plot - CS 1487, Tata Road 2, Roxy Cinema, Opera House, Girgaon, Mumbai-400004.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Sunny Gandhi, Director of the company be and is hereby authorised, on behalf of the company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of E-form INC.22 as return of change in address of registered office with the Registrar of Companies, Mumbai.”

14. ITEM NO: 14/BM/1/2020-21:ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN:

15. ITEM NO: 15/BM/1/2020-21:VOTE OF THANKS:

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