



NOTICE FOR 35TH ANNUAL GENERAL MEETING

SUNRAJ DIAMOND EXPORTS LIMITED

(CIN: L36912MH1990PLC057803)

Registered Office: D-9 5th Flr Plot 156, Everest Apartments Tardeo, Haji Ali, Mumbai, Mumbai – 400034.

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of M/s. **Sunraj Diamond Exports Limited (“Company”)** will be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) on **Tuesday, 30th September, 2025 at 11.30 a.m. (IST)** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) i.e. Balance Sheet as on 31st March, 2025, the Statement of Profit and Loss Account and the Cash Flow Statement for the Financial Year ended as on 31st March, 2025 and the reports of the Directors’ and Auditors thereon.
2. To discuss and approve the re-appointment of M/s. Govind Prasad & Co., Chartered Accountants having ICAI FRN: 114360W as the Statutory Auditors of the Company for a period of five Financial Years starting from FY 2025-26 till the conclusion of 40th Annual General Meeting to be held for the Financial Year 2029-30.
3. To appoint a director in place of Mrs. Sunny Gandhi (DIN: **00695322**) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To consider and approve the appointment of Mr. Kiran Doshi (COP: 9890) of M/s. Kiran Doshi & Co., Company Secretaries as the Secretarial Auditor of the Company for a period of five Financial Years starting from FY 2025-26 upto FY 2029-30 and to consider and pass the following resolution as Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**“Listing Regulations”**), [including any statutory modification(s) or re-

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enactment(s) thereof for the time being in force] and based on recommendation of the members of the Audit Committee and the Board of Directors of the Company, Mr. Kiran Doshi (COP: 9890) of M/s. Kiran Doshi & Co., Practicing Company Secretaries, be and are hereby appointed as the Secretarial Auditor of the Company, to hold office for a term of 5 (five) consecutive financial years commencing from FY 2025-26 to FY 2029-30 and to undertake the Secretarial Audit of the Company, on such remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditor from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

5. To re-appoint Mr. Sunny Sunil Gandhi (DIN: 00695322) as the Whole-time Director of the Company and to consider and pass the following resolution as a Special Resolution:

“**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, the consent of the Company, be and is hereby accorded to the re-appointment of Mr. Sunny Sunil Gandhi (DIN: 00695322), as the Whole-time Director of the Company, retiring by rotation with the designation Executive Director, for a period of 3 years effective from 01st October, 2025 till 30th September, 2028, on the remuneration and terms and conditions set out in the Explanatory Statement relating to this resolution with liberty and powers to the Board of Directors 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 Sunil 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.”

For and on behalf of the Board of Directors

Sd-
Anshul Garg
Company Secretary
Membership No.: A43709

Date: 04th August 2025.

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NOTES:

1. Pursuant to General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 03rd October, 2024 and such other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time issued by MCA and SEBI (the Circulars), the Company is convening the 35th Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013 (the Act), the Listing Regulations and MCA Circulars, the 35th AGM of the Company is being held through VC / OAVM on **Tuesday, 30th September, 2025 at 11.30 a.m. (IST)**. The proceedings of the AGM will be conducted at the Registered Office of the Company at D-9 5th Flr Plot 156, Everest Apartments Tardeo, Haji Ali, Mumbai, Mumbai – 400034, which shall be the deemed venue of the AGM.

2. The Explanatory Statement, pursuant to Section 102 of the Act setting out material facts concerning the business with respect to Item No. 4 above and the details of Directors seeking appointment / re-appointment under Item No. 3 and the details of the statutory auditor and secretarial auditor being appointed / re-appointed under Item No. 2 and Item No. 4 respectively pursuant to the applicable regulations of the Listing Regulations and the circulars issued by Securities and Exchange Board of India and the Secretarial Standard – 2 on General Meetings (SS-2), issued by the Institute of Company Secretaries of India are annexed hereto.
3. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON ITS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
4. In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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6. The Members can join the AGM through VC / OAVM 30 minutes before and 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. In terms of Listing Regulations, relevant MCA Circulars and the SEBI Circulars, the Company is sending this AGM Notice along with the Annual Report for FY25 in electronic form only to those Members whose email addresses are registered with the Company / RTA / NSDL and/or Central Depository Services (India) Limited (CDSL), (NSDL and CDSL collectively “**Depositories**”). In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 the Notice convening the AGM and the Annual Report for FY25 have been uploaded on the website of the Company at http://sunrajdiamonds.com/annual_report.html, the websites of BSE Limited (BSE) at www.bseindia.com, on which the equity shares of the Company are listed and on the website of NSDL at www.evoting.nsdl.com.
8. Members may please note that SEBI Circular dated January 25, 2022, as amended, has mandated Listed Companies to issue securities in demat form while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the RTA at <https://www.adroitcorporate.com/RandTServices.aspx>. It may be noted that service request can be processed only after the folio is KYC compliant. In terms of Regulation 40(1) of the Listing Regulations, as amended, and SEBI, vide its notification dated January 24, 2022, as amended, has mandated, that all requests for transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the RTA, for assistance in this regard.
9. Members are requested to update / register their email address with their concerned DPs, in respect of electronic holding and with the Company / RTA in respect of physical holding, by submitting Form ISR-1 duly filled and signed by the holders.
10. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations &

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Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

11. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

Process and manner for Members for e-voting is as under:

- I. In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Listing Regulations and in terms of SEBI Circular dated December 9, 2020 in relation to e-voting facility provided by listed entities, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically as well as for e-voting during the AGM. Resolution(s) passed by Members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.
- II. Members will be provided with the facility for voting through electronic voting system during the VC/OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-voting, will be eligible to exercise their right to vote at the AGM upon announcement by the Chairman at the end of discussion on the resolutions.
- III. Members who have already cast their vote by remote e-voting prior to the AGM, will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-voting. The remote e-voting module during the AGM shall be disabled by NSDL for voting 15 minutes after the conclusion of the Meeting.
- IV. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date i.e. **Friday, 19th September, 2025**, may cast their vote by remote e-voting. The remote e-voting period commences on **Saturday, 27th September, 2025 at 9:00 a.m. (IST)** and ends on Monday, 29th September, 2025 at **5:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Friday, 19th September, 2025**.
- V. The instructions for Members attending the AGM through VC/OAVM are as under:

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- A. The Members will be provided with a facility to attend the AGM through VC/OAVM provided by NSDL. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-voting system'. The link for VC/OAVM will be available in 'Member login' where the 'EVEN' of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the AGM through a live webcast of the meeting and submit votes on announcement by the Chairman. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
- B. B. Members may join the AGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to allow camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use stable Wi-Fi or LAN connection to avoid any glitches.
- C. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matters to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address at info@sunrajdiamonds.com and the same shall be appropriately responded by the Company at the earliest through email.
- D. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the meeting.
- E. Any person holding shares in physical form and non-individual shareholders, who acquire shares and become Members of the Company after the Notice is sent through email and holding shares as of the cut-off date i.e. Friday, 19th September, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if the person is already registered with NSDL for remote e-voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using "Forgot User Details Password" or* "Physical User Reset Password" option available on <http://www.evoting.nsdl.com> or call on 022-4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Friday, 19th September, 2025 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-voting system". Other methods for obtaining/ procuring User IDs and passwords for e-voting are provided in the AGM Notice.

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home

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	<p>page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digitdemat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

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	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to kiran@cskdco.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

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3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Rahul Rajbhar at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@sunrajdiamonds.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@sunrajdiamonds.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Shareholders who would like to express their views/have questions or any queries may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@sunrajdiamonds.com. The same will be replied by the company suitably.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

For and on behalf of the Board of Directors

Sd-
Anshul Garg
Company Secretary
Membership No.: A43709

Date: 04th August 2025.

Registered Office:

D-9 5th Flr Plot 156, Everest Apartments Tardeo, Haji Ali, Mumbai, Mumbai- 400034.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 2:

This Explanatory Statement is in terms of Regulation 36(5) of the SEBI India (Listing Obligations and Disclosure Requirements) Regulations, 2015, though statutorily not required in terms of Section 102 of the Act.

The Members at the 30th Annual General Meeting ('AGM') of the Company, had approved appointment of M/s. Govind Prasad & Co., Chartered Accountants having ICAI FRN: 114360W as the Statutory Auditors of the Company to hold office for a period of 5 years till the conclusion of the 35th Annual General Meeting to be held for the financial year 2024-25.

Pursuant to Section 139(8) of the Companies Act, 2013, the company proposes to re-appoint M/s. Govind Prasad & Co., Chartered Accountants having ICAI FRN: 114360W as the Statutory Auditors of the Company for a second term of five consecutive financial years to hold office till the conclusion of the 40th Annual General Meeting of the Company to be held for the Financial Year 2029-30.

The company received a Consent Letter and an Eligibility Letter from M/s. Govind Prasad & Co., stating that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder. Further as required u/r 33 of SEBI LODR Regulations, M/s. Govind Prasad & Co. is a peer reviewed firm holding a valid Peer Review Certificate No. 016241

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') upon the recommendation of the Audit Committee in their meeting held on August 04, 2025 had approved and recommended the appointment of M/s. Govind Prasad & Co., Chartered Accountants having ICAI FRN: 114360W) (Peer Reviewed: 016241) as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 35th AGM till the conclusion of the 40th Annual General Meeting of the Company to be held for the financial year 2029-30.

M/s. Govind Prasad & Co., Chartered Accountants, if appointed, will be paid an audit fee as may be determined between the board and the auditors including the out-of-pocket expenses on actual basis. The Board, in consultation with the Audit Committee shall approve revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 2 of the accompanying Notice.

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Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 2 of the Notice for approval by the Members.

Item No. 4:

Pursuant to recent amendments to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), a listed entity is required to appoint a Secretarial Audit firm for up to two terms of five consecutive years, subject to Members approval at the Annual General Meeting.

In this regard, the Board of Directors of the Company, pursuant to the provisions of Section 204 of the Companies Act, 2013 (hereinafter referred to as **“the Act”**) and upon the recommendation of the members of the Audit Committee in their meeting held on 27th May, 2025, approved the appointment of Mr. Kiran Doshi (COP: 9890), Proprietor of M/s. Kiran Doshi & Co., Company Secretaries as the Secretarial Auditor of the Company for a term of five financial years and to conduct the secretarial audit for FY 2025-26 – FY 2029-30, subject to Members’ approval, after taking into account the eligibility of the firm’s qualification, experience, independent assessment, competency and Company’s previous experience based on the evaluation of the quality of audit work done by them in the past.

The Company has received a consent letter from M/s. Kiran Doshi & Co., Company Secretaries confirming their willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Kiran Doshi & Co. (**“KDCO”**) hereby affirms its compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company. Further, KDCO confirms that they hold a valid peer review certificate issued by ICSI and it fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

M/s. Kiran Doshi & Co., Company Secretaries, established in April 2011, is a professionally managed, peer-reviewed firm offering expert advisory services in Company Law, LLPs, Corporate Laws, Legal Drafting, Trademarks, and related areas. **With over 14 years of combined experience**, the firm—led by founder Mr. Kiran Prafulkumar Doshi, a B.Com, CS, and LLB—has handled a wide range of assignments including mergers, acquisitions, due diligence, compliance management, company formation, joint ventures, trademark registration, and regulatory representation. Backed by a skilled team, the firm delivers strategic, up-to-date, and personalized solutions to its clients across sectors.

Besides the audit services, the Company would also obtain permitted services which are to be mandatorily received from the Secretarial Auditor under various statutory regulations from time to time, for which KDCO will be remunerated separately on mutually agreed terms. The Board of Directors, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

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None of the Directors, Key Managerial Personnel (KMP) and their relatives are, in any way, concerned or interested in the resolution at Item No. 4 of the accompanying Notice.

The Board recommends the Ordinary Resolution at Item No. 4 of the accompanying Notice for approval by the Members of the Company.

Item No. 5:

Mr. Sunny Gandhi was re-appointed as the Whole-time Director for a period of 3 years with effect from 01st October, 2022 to 30th September, 2025. The Shareholders had approved his re-appointment at the 32nd Annual General Meeting held on 30th September, 2022. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors proposed to re-appoint Mr. Sunny Sunil Gandhi as the Whole-time Director designated as Executive Director for a further period of 3 years commencing from 01st October, 2025 to 30th September 2028.

Mr. Sunny Sunil Gandhi, Whole-time Director, subject to the supervision and control of the Board of Directors, shall carry out such duties and perform such other functions and services as may, from time to time, be assigned / entrusted to him by the Board.

Mr. Sunny Sunil Gandhi will be liable to retire by rotation and such retirement and re-appointment at the Annual General Meeting of the Company during the tenure of his office as Whole time Director shall not constitute cessation of office as Whole time Director.

1. Term of Office:

Name	Designation	Period
Mr. Sunny Sunil Gandhi	Executive Director	01 st October, 2025 - 30 th September, 2028

2. Remuneration:

a) Salary

Name	Salary
Mr. Sunny Sunil Gandhi	Rs. 1,00,000/- p.m. to Rs. 5,00,000 p.m.

The salary drawn in the last appointment period from 01st October, 2022 to 30th September, 2025 is nil.

The revision of salary in the above range, provided the same is within the limits specified under Schedule V to the Companies Act, 2013, will be subject to the approval of the Board of Directors of the Company.

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b) Perquisites

- i. Reimbursement of entertainment expenses in the course of business of the Company.
- ii. Free use of Company's car along with driver, running and maintenance expenses.
- iii. Telephones, telefax and other Communication facilities at residence.
- iv. Subject to the statutory ceiling, the Whole time Director may be given any other allowances, perquisites, benefits and facilities as the Board of Directors may from time to time may decide.
- v. Company's contribution to Provident Fund, Superannuation Fund / Annuity Fund to the extent these are singly or put together are not taxable under the Income Tax Act, 1961 (43 of 1961), if applicable to the Company;
- vi. Gratuity at the rate of half a month's salary for each completed year of service if applicable to the Company; and
- vii. Encashment of leave at the end of the tenure, if applicable to the Company.

The salary mentioned above will be inclusive of the perquisites / allowances valued as per Income tax Rules, wherever applicable and in the absence of any such rules, shall be valued at actual cost, subject to a limit of 25% of salary as per (a) above.

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to Mr. Sunny Gandhi, Whole time Director, in accordance with the provisions of the Companies Act, 2013 or any amendments made therein.

MINIMUM REMUNERATION:

In the event of absence / inadequacy of profits in any financial year, the Company has to pay to the Directors remuneration within the ceiling limit prescribed in Schedule V to the Companies Act, 2013. Therefore, approval of the Shareholders is sought for payment of remuneration to Mr. Sunny Gandhi, Executive Director, not exceeding the limits specified in Para A of Section II of Part II of Schedule V to the Companies Act, 2013.

Information pursuant to clause (iv) of the second proviso to Section II, Part II of Schedule V to the Companies Act, 2013 is furnished hereunder.

Hence, approval of the members is sought for the special resolution proposed at Item No. 5 of the notice.

The Board recommends the Ordinary Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

None of the Directors and Key Managerial Personnel are interested in these resolutions except below mentioned personnel are interested in the above resolution, financially or otherwise:

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Sr. No.	Name	Nature of Relationship
1.	Sunny Sunil Gandhi	Director & Member
2.	Shruti Sunny Gandhi	Non-Executive Director

For and on behalf of the Board of Directors

Sd-
Anshul Garg
Company Secretary
Membership No.: A43709

Date: 04th August 2025.

Registered Office:

D-9 5th Flr Plot 156, Everest Apartments Tardeo,
Haji Ali, Mumbai, Mumbai- 400034.

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ANNEXURE - I

Details of Directors seeking Re-appointment at the Annual General Meeting. (Pursuant to the SEBI Listing Regulations and Secretarial Standard-2 on “General Meetings”)

1. Mr. Sunny Sunil Gandhi – Whole Time Director

1.	Name of Director	Mr. Sunny Sunil Gandhi
2.	Director Identification Number (DIN)	00695322
3.	Date of Birth	25/12/1982
4.	Date of Appointment	01/10/2006
5.	Designation / Category of Directorship	Non-Independent, Executive, Whole-time Director
6.	Brief Resume of Director	Mr. Sunny Gandhi has completed his B.Com. and has obtained training in manufacturing and assortment of rough and polished diamonds.
7.	Nature of Expertise in specific functional areas	Business Development, Business Operations, Finance & Management.
8.	Disclosure of Relationships between director inter-se	Director is husband of Mrs. Shruti Sunny Gandhi
9.	Directorship in Other Companies	Sunraj Investment and Finance Private Limited
10.	Committee position held in other companies	Nil
11.	Shareholding in the Company (No. of shares) (As on 30.06.2025)	1,400,000

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