

NOTICE IS HEREBY GIVEN THAT THE 28TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF DEEP DIAMOND INDIA LIMITED WILL BE HELD ON AUGUST 23RD, 2022, AT 11:00 AM AT KAILASH PARBAT, 7 CRYSTAL PLAZA, NEW LINK ROAD, ANDHERI, LOKHANDWALA COMPLEX, ANDHERI WEST, MUMBAI, MAHARASHTRA 400053 TO TRANSACT THE FOLLOWING BUSINESS

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2022 together with the report of Directors and Auditors report thereon.
2. To appoint a Director in place of Mr Prakash Solanki who retires by rotation but is eligible, offers himself for re-appointment

SPECIAL BUSINESS:

3. **Appointment of Mr Manoj Himatsinghka (DIN 02219343) as an Independent Director of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr Manoj Himatsinghka (DIN 02219343), who was appointed as an Additional Director (Non-Executive/Independent Director Category) of the Company by the Board of Directors with effect from May 25, 2022 and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets criteria for independence as provided in Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company with effect from May 25, 2022, to hold office for a term of five consecutive years i.e. up to May 24, 2027.”

“**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

4. **Appointment of Mr Ajay Vadnerkar (holding DIN 09616079) as an Independent Director of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT**, pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr Ajay Vadnerkar (holding DIN 09616079), who was appointed as an Additional Director (Non-Executive/Independent Director Category) of the Company by the Board of Directors with effect from May 25, 2022 and whose term of office expires at the Annual General Meeting and who has submitted a declaration that he meets criteria for independence as provided in Act and Listing Regulations, be and is hereby appointed as an Independent Non-Executive Director of the Company with effect from May 25, 2022, to hold office for a term of five consecutive years i.e. up to May 24, 2027."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

5. **Appointment of Mr Ganpat Lal Nyati (holding DIN 09608005) as a Director of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Mr Ganpat Lal Nyati (holding DIN 09608005), who was appointed as an as a Whole Time Director designated as Executive Director of the Company, for a period of 5 (five) years from June 2, 2022, the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force)."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

6. **Appointment of Mr Narendra Kumar Shrimali (DIN: 09034181) as a Non-Executive Director of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Mr Narendra Kumar Shrimali (DIN: 09034181), who was appointed as an Additional Director(Non-Executive Non-independent Director Category) of the Company by the Board of Directors with effect from June 2, 2022, and whose term of office expires at the Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

7. **Appointment of Ms Soniya Suresh Upadhyay (DIN 09629126) as an Executive Director of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Soniya Suresh Upadhyay (DIN 09629126), who was appointed as an as a Whole Time Director designated as Executive Director of the Company, for a period of 5 (five) years from June 2, 2022, the period of his office shall be liable to retire by rotation, on the terms and conditions and remuneration as follows, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in the financial year, the company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration

based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).”

“**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

8. **Increase in Limits of providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to all such approvals, sanctions, consents and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board to exercise its powers including the power conferred by this resolution), to create such charges, mortgages and hypothecations on such movable and immovable properties, both present and future, and in such manner, as the Board may deem fit, together with the power to take over the substantial assets of the Company in certain events in favour of banks/ financial institutions, provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, the premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 15 Crores (Fifteen crores) or the aggregate of the paid-up capital free reserves and securities premium of the Company, whichever is higher.”

“**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

9. **Increase in the Borrowing Limits of the Company in terms of 180(1)(c) of the Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to all such approvals, sanctions, consents and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board to exercise its powers including the power conferred by this resolution), to borrow money for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, any sum or sums of money not exceeding Rs. 15 Crores (Fifteen crores)(including the money already borrowed by the Company) on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) at any given time, exceed the aggregate, for the time being, of its paid-up share capital, free reserves and securities premium."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

10. **Increase in the Limits for the Loans, Guarantees and Investments by the Company in terms of Section 186 of the Companies Act, 2013:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to all such approvals, sanctions, consents and permissions, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board to exercise its powers including the power conferred by this resolution), for granting any loan to any person or other body corporate and/or give any guarantee or provide security in connection with a loan to any other body corporate or person and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate upto an aggregate amount not exceeding Rs. 15 Crores (Fifteen crores), notwithstanding the fact that the aggregate of the loans or guarantees or securities so far given or to be given and/or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

11. **Amendment of Title of Incidental Object Clause of the Memorandum of Association of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the title of Clause III (B) of the objects incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby substituted with the words “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

12. **Deletion of Other Object Clause of the Memorandum of Association of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board to exercise its powers including the power conferred by this resolution), be and is hereby accorded for alteration of the Other Object Clause by deleting the Clause III (C) including sub-clauses 43 to 106 of the Memorandum of Association.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

13. **Amendment of the Liability Clause of the Memorandum of Association of the Company:**

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Clause IV of the Memorandum of Association be and is hereby altered by replacing the existing Clause IV with the following new Clause IV:

Clause IV. "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

14. Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, under the Companies Act, 2013 ("the Act"), (including any amendment thereto or re-enactment thereof), enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the Members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000/- (Forty Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (Rupees Ten Crore) Equity shares of Face Value of Re. 10/- (Rupee Ten Only) each.

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

"V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, sign, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

15. To adopt a new set of Articles of Association

To consider and if thought fit, to pass, with or without modification (s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under (including any statutory modifications or re-enactment thereof, for the time being in force), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the existing Articles of Association of the Company be and are hereby altered by replacing with the new set of Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

16. **Offer, Issue and Allot Equity Shares On Preferential Basis**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT (i) pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made thereunder (including any amendments, statutory modification(s) and/or re-enactment thereof for the time being in force) (collectively, the “Act”), the Memorandum and Articles of Association of the Company, any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“Listing Regulations”), the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the “SEBI (ICDR) Regulations”) to the extent applicable, and the stock exchanges where the shares of the Company are listed, i.e. BSE Limited and the National Stock Exchange of India Limited (“Stock Exchanges”), the listing agreement executed by the Company with the Stock Exchanges, the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, as amended (“FEMA”) and all other statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable issued by competent authorities (hereinafter collectively referred to as “Regulatory Authorities”) and (ii) subject to any approvals, permissions, sanctions and consents as may be necessary and subject to such conditions as may be prescribed while granting any such approvals, permissions, sanctions and consents which may be accepted by the Board of Directors of the Company (“Board”, which term shall include any committee which the Board may have constituted to exercise its powers including the powers conferred by this resolution); the consent of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot 18,55,000 fully paid-up Equity Shares of face value of ₹10/- each at an issue price of ₹36.10/- (Rupees Thirty-six and Paise Ten only) per equity share (which includes a premium of ₹26.1/- per Equity Share), which is not less than the floor price as determined in accordance with Chapter V of the SEBI (ICDR) Regulations, to the persons identified by the Board and details in the Explanatory Statement with the Equity Shares of the Company) aggregating to an

amount of ₹6,69,65,500/- (Rupees Six Crore Sixty-nine Lakhs Sixty-five Thousand Five Hundred only)/- to non promoter personnon-promoterterential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations and other applicable laws (“**Preferential Issue**”).

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for determining the floor price for the Preferential Issue is **Friday, July 22, 2022**, being the date 30 (thirty) days prior to the date of this meeting i.e. **Tuesday , August 23, 2022**, for the proposed Preferential Issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the Equity Shares being offered, issued and allotted to the Proposed Allottee(s) by way of the Preferential Issue shall inter alia be subject to the following terms and conditions (apart from other as prescribed under applicable laws):

- (a) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee(s) in de-materialized form within a period of 15 (fifteen) days from the later of (i) date of the approval of the special resolution; or (ii) receipt of last of the approvals required for such issue and allotment from the relevant Regulatory Authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the Equity Shares to Proposed Allottee(s) on a preferential basis), or such other extended period as may be permitted in accordance with SEBI (ICDR) Regulations, as amended from time to time;
- (b) The Equity Shares to be offered, issued and allotted shall rank pari – passu with the existing Equity Shares of the Company in all respects (including payment of dividend, if any, and voting rights) and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company;
- (c) The Equity Shares to be offered, issued and allotted shall be subject to lock-in as provided under the applicable provisions of the SEBI (ICDR) Regulations;
- (d) The Equity Shares to be offered and issued to the Proposed Allottee(s), would be issued for consideration;
- (e) The price of the Equity Shares are determined above shall be subject to the appropriate adjustments as may be permitted under the rules, regulations and laws, as applicable from time to time;
- (f) The Equity Shares to be offered, issued and allotted shall be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above-mentioned allottee and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any committee of directors or any one or more directors/ key managerial personnel/ officers of the Company.

Registered Office:

101, 1st Floor, Hemu Plaza,
D. J. Road,
Vile Parle (West),
Mumbai - 400 056.

Place: Mumbai

Date: 29-07-2022

**By order of the Board
For and on behalf of the Board**

Sd/-

Prakash R Solanki

DIN: 00716606

Executive Director

Note:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company.
2. Proxies in order to be effective must be delivered at the registered office of the Company not later than forty-eight hours before the meeting.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a duly certified copy of Board Resolution authorizing their representative to attend and vote on their behalf.
4. Pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), the information regarding the Directors proposed to be appointed/ reappointed at the Annual General Meeting is given in the Annexure to this notice.
5. Explanatory Statement under section 102 of Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
6. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
7. The Register of Members and the Share Transfer Books of the Company will be closed from August 17, 2022, to August 23, 2022 (both days inclusive).
8. In accordance with, the circulars issued by MCA and Securities and Exchange Board of India ('SEBI'), owing to the difficulties involved in dispatching of physical copies of the Annual Report of the Company and the Notice of AGM, the same are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participants (DP).

9. Members who have not registered their e-mail addresses so far are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar & Share Transfer Agent in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, etc. from the Company electronically
10. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of a Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN card numbers/copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
12. The Securities and Exchange Board of India ("SEBI") has mandated that the transfer of securities would be carried out in dematerialized form only w.e.f. 5th December 2018. In view of the same and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form.
13. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
14. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s Universal Capital Securities Private Limited at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
15. Members may please note that the Notice of the 28th Annual General Meeting and the Annual Report for the financial year ended 31st March, 2022 will be available on the Company's website <https://www.deepdiamondltd.co.in/investors.html> for their download. The Notice can also be accessed from the websites of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evoting.nsdl.com. For any communication, the members may also send requests at the Company's email id: deepdiamondltd@gmail.com

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.

- (i) The voting period begins on <20/08/2022 and 9.00 AM> and ends on <22/08/2022 and 5.00 PM>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <16/08/2022> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 16/08/2022

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 i.e. 16/08/2022 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper

Mrs Kusbh Shah (ACS64490) , Practicing Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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-

	<p>Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home 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 digit demat 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting</p>

demat mode) login through their Depository Participants (DP)	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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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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. CDSL and NSDL

Login type	Helpdesk details
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
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 toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with the attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; deepdiamondltd@gmail.com

(designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Registered Office:

101, 1st Floor, Hemu Plaza,
D. J. Road,
Vile Parle (West),
Mumbai - 400 056.

Place: Mumbai

Date: 29-07-2022

**By order of the Board
For and on behalf of the Board**

Sd/-

Prakash R Solanki

DIN: 00716606

Executive Director

An explanatory statement under section 102 of the Companies Act 2013:

3. Appointment of Mr Manoj Himatsinghka (DIN 02219343) as an Independent Director of the Company:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 25, 2022, appointed Mr Manoj Himatsinghka (DIN 02219343) as an Additional Director -Independent Director of the Company w.e.f May 25, 2022.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr Manoj Himatsinghka (DIN 2219343) holds office up to the date of the ensuing AGM.

Mr Manoj Himatsinghka (DIN 02219343) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The company has received a declaration from Mr Manoj Himatsinghka (DIN 02219343) to the effect that he fulfils all criteria for independence stipulated in the Companies Act, 2013 and the Listing Regulations.

He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority pursuant to circulars issued by BSE Limited pertaining to the enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

In the opinion of the Board of Directors, Mr Manoj Himatsinghka (DIN 02219343) is independent of the management of the Company and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16 of Listing Regulations for appointment as an Independent Director.

The Board of Directors is of the opinion that Mr Manoj Himatsinghka (DIN 02219343) is a person of integrity and has relevant experience and expertise for being appointed as an Independent Director. The Board considers that the knowledge, expertise and experience as possessed by Mr Manoj Himatsinghka (DIN 02219343) will be of immense benefit and value to the Company and it is desirable to avail services of Mr Manoj Himatsinghka (DIN 02219343) as an Independent Director for a term of five consecutive years from May 25, 2022 till May 24, 2027.

The information as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, of Mr Manoj Himatsinghka (DIN 02219343) is provided in the annexure to this Notice.

Based on the recommendation of Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 3 of the Notice of the AGM for approval by the members.

Except Mr Manoj Himatsinghka (DIN 02219343), being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
Date of appointment & term of appointment	25-05-2022. Mr Manoj Binod Himatsinghka (DIN: 02219343)

	has been appointed as an Additional Director (Non-Executive, Non-Independent) of the Company to hold office up to the ensuing Annual General Meeting of the Company
Brief profile	Mr Manoj Binod Himatsinghka (DIN: 02219343) is holding a Graduation degree. He has 42 years of experience in various positions including senior management positions. He has experience in Liaising, management and expansion.
Disclosure of relationships between directors	Mr Manoj Binod Himatsinghka (DIN: 02219343) does not have any relationship with any of the existing Directors of the Company
Shareholding, if any, in the Company	NIL
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018, issued by BSE and NSE respectively.	Mr Manoj Binod Himatsinghka (DIN: 02219343) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

4. Appointment of Mr Ajay Vadnerkar (holding DIN 09616079) as an Independent Director of the Company:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on May 25, 2022, appointed Mr Ajay Vadnerkar (holding DIN 09616079) as an Additional Director -Independent Director of the Company w.e.f May 25, 2022.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr Ajay Vadnerkar (holding DIN 09616079) holds office up to the date of the ensuing AGM.

Mr Ajay Vadnerkar (holding DIN 09616079) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The company has received a declaration from Mr Ajay Vadnerkar (holding DIN 09616079) to the effect that he fulfils all criteria for independence stipulated in the Companies Act, 2013 and the Listing Regulations.

He has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority pursuant to circulars issued by BSE Limited pertaining to the enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

In the opinion of the Board of Directors, Mr Ajay Vadnerkar (holding DIN 09616079) is independent of the management of the Company and fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16 of Listing Regulations for appointment as an Independent Director.

The Board of Directors is of the opinion that Mr Ajay Vadnerkar (holding DIN 09616079) is a person of integrity and has relevant experience and expertise for being appointed as an Independent Director. The Board considers that the knowledge, expertise and experience possessed by Mr Ajay Vadnerkar (holding DIN 09616079) will be of immense benefit and value to the Company and it is desirable to avail services of Mr Ajay Vadnerkar (holding DIN 09616079) as an Independent Director for a term of five consecutive years from May 25,

2022 till May 24, 2027.

The information as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, of Mr Ajay Vadnerkar (holding DIN 09616079) is provided in the annexure to this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 4 of the Notice of the AGM for approval by the members.

Except Mr Ajay Vadnerkar (holding DIN 09616079), being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
Date of appointment & term of appointment	25-05-2022. Mr Ajay Deepak Vadnerkar (DIN: 09616079) erkar has been appointed as an Additional Director (Non-Executive Director/Independent Director) of the Company to hold office up to the ensuing Annual General Meeting of the Company
Brief profile	Mr Ajay Deepak Vadnerkar (DIN: 09616079) is Associate Company Secretary. He has 10+ years of experience in the corporate secretarial and finance. He has experience in company law, finance and legal will help company to structure its business in compliant way
Disclosure of relationships between directors	Mr Ajay Deepak Vadnerkar (DIN: 09616079) does not have any relationship with any of the existing Directors of the Company
Shareholding, if any, in the Company	NIL
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018, issued by BSE and NSE respectively.	Mr Ajay Deepak Vadnerkar (DIN: 09616079) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

5.Appointment of Mr Ganpat Lal Nyati (holding DIN 09608005) as a Director of the Company:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on June 30, 2022, appointed Mr. Ganpat Lal Nyati (holding DIN 09608005) as an Additional Director of the Company w.e.f June 30, 2022.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Mr Ganpat Lal Nyati holds office up to the date of the ensuing Annual General Meeting.

Mr Ganpat Lal Nyati is not disqualified from being appointed as a Director in terms of

Section 164 of the Act and has given his consent to act as a Director. He has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority pursuant to circulars issued by BSE Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

The Board of Directors is of the opinion that Mr Ganpat Lal Nyati is a person of integrity and has relevant experience and expertise for being appointed as a director. The Board considers that the knowledge, expertise and experience as possessed by Mr Ganpat Lal Nyati will be of immense benefit and value to the Company and it is desirable to avail services of Mr Ganpat Lal Nyati as a Director of the Company.

Remuneration if any payable to Executive Director will be within the overall limits under 196 and 197 of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements), if any. The Board of Directors and committees have all power in the event of absence or inadequacy of profits in the financial year, the company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof. And the Board of Directors including the committee is authorised to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), as and when required.

The information as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, of Mr Ganpat Lal Nyati, is provided in the annexure to this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out in Item No. 5 of the Notice of the AGM for approval by the members.

Except for Mr Ganpat Lal Nyati, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
Date of appointment & term of appointment	02-06-2022. Mr Ganpat lal Nyati has been appointed as an Additional Director (Executive Director/Whole-time Director) of the Company to hold office up to the ensuing Annual General Meeting of the Company
Brief profile	Mr Ganpat lal Nyati is holding education in Pharmacy. He has 12 years of experience in the pharmaceutical industry. He has experience in management, execution of strategy and market building.
Disclosure of relationships between directors	Mr Ganpat lal Nyati does not have any relationship with any of the existing Directors of

	the Company
Shareholding, if any, in the Company	NIL
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018, issued by BSE and NSE respectively.	Mr Ganpat lal Nyati is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

6. Appointment of Mr Narendra Kumar Shrimali (DIN: 09034181) as a Non-Executive Director of the Company:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on June 30, 2022, appointed Mr. Narendra Kumar Shrimali (DIN: 09034181) as an Additional Director of the Company w.e.f June 30, 2022.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Narendra Kumar Shrimali (DIN: 09034181) holds office up to the date of the ensuing Annual General Meeting.

Mr Narendra Kumar Shrimali (DIN: 09034181) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority pursuant to circulars issued by BSE Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

The Board of Directors is of the opinion that Mr Narendra Kumar Shrimali (DIN: 09034181) is a person of integrity and has relevant experience and expertise for being appointed as a director. The Board considers that the knowledge, expertise and experience as possessed by Mr Narendra Kumar Shrimali (DIN: 09034181) will be of immense benefit and value to the Company and it is desirable to avail services of Mr Narendra Kumar Shrimali (DIN: 09034181) as a Director of the Company.

The information as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, of Mr Narendra Kumar Shrimali (DIN: 09034181), is provided in the annexure to this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out in Item No. 6 of the Notice of the AGM for approval by the members.

Except for Mr Narendra Kumar Shrimali (DIN: 09034181), being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice.

Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
Date of appointment & term of appointment	02-06-2022.

	Mr Narendra Kumar Shrimali has been appointed as an Additional Director (Non-Executive, Non-Independent) of the Company to hold office up to the ensuing Annual General Meeting of the Company
Brief profile	Mr Narendra Kumar Shrimali is holding an education in Management. He has 8 years of experience in the pharmaceutical industry. He has experience in marketing management and expansion.
Disclosure of relationships between directors	Mr Narendra Kumar Shrimali does not have any relationship with any of the existing Directors of the Company
Shareholding, if any, in the Company	NIL
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018, issued by BSE and NSE respectively.	Mr Narendra Kumar Shrimali is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

7. Appointment of Ms Soniya Suresh Upadhyay (DIN 09629126) as an Executive Director of the Company:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on June 30, 2022, appointed Ms Soniya Suresh Upadhyay (holding DIN 09629126) as an Additional Director of the Company w.e.f June 30, 2022.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Articles of Association of the Company, Ms Soniya Suresh Upadhyay (holding DIN 09629126) holds office up to the date of the ensuing Annual General Meeting.

Ms Soniya Suresh Upadhyay (holding DIN 09629126) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority pursuant to circulars issued by BSE Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies.

The Board of Directors is of the opinion that Ms Soniya Suresh Upadhyay (holding DIN 09629126) is a person of integrity and has relevant experience and expertise for being appointed as a director. The Board considers that the knowledge, active participation and experience possessed by Ms Soniya Suresh Upadhyay (holding DIN 09629126) will be of immense benefit and value to the Company and it is desirable to avail services of Ms Soniya Suresh Upadhyay (holding DIN 09629126) as a Director of the Company.

Remuneration if any payable to Executive Director will be within the overall limits under 196 and 197 of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) if any. The Board of Directors and committees have all power in the event of absence or inadequacy of profits in the financial year, the company will pay remuneration by way of Salary including perquisites and allowances as specified under Section II of Part II of

Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof. And the Board of Directors including the committee is authorised to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), as and when required.

The information as required under Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, of Ms Soniya Suresh Upadhyay (holding DIN 09629126), is provided in the annexure to this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends Ordinary Resolution as set out in Item No. 7 of the Notice of the AGM for approval by the members.

Except for Ms Soniya Suresh Upadhyay (holding DIN 09629126), being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the Notice.

Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
Date of appointment & term of appointment	30-06-2022. Ms Soniya Suresh Upadhyay (DIN: 09629126) has been appointed as an Additional Director (Executive Director/Whole-time Director) of the Company to hold office up to the ensuing Annual General Meeting of the Company
Brief profile	Ms Soniya Suresh Upadhyay (DIN: 09629126) holds an education in Commerce. She has 3+ years of experience in Finance and accountancy. Her experience in Management Information systems will help the board to make informed decisions and perform functions timely.
Disclosure of relationships between directors	Ms Soniya Suresh Upadhyay (DIN: 09629126) does not have any relationship with any of the existing Directors of the Company
Shareholding, if any, in the Company	NIL
Information as required under circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/24 dated June 20, 2018, issued by BSE and NSE respectively.	Ms Soniya Suresh Upadhyay (DIN: 09629126) is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

8. Increase in Limits of providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company:

Under the provisions of Section 180 (1) (a) of the Act, which was made effective on September

12, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Standard market terms of long-term debt finance include conditions whereby lenders/ trustees in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues. It is, therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for the creation of charges/ mortgages/ hypothecations for an amount not exceeding Rs. 15 Crores or the aggregate of the paid-up capital and free reserves of the the Company, whichever is higher. The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders/ bank. As the documents to be executed between the lenders/Banks and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/ mortgages/ hypothecations for an amount not exceeding Rs. 15 Crores or the aggregate of the paid-up capital free reserves and securities premium of the Company, whichever is higher.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 8 of the Notice of the AGM for approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8 of the Notice.

9. Increase in the Borrowing Limits of the Company in terms of 180(1)(c) of the Companies Act, 2013:

The Board is of the view that the in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money. Considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company.

The provisions of Section 180 of the Companies Act, 2013 require the Company to pass a Special resolution to authorize the Board to borrow funds which will exceed the aggregate of the paid-up capital, free reserves and securities premium. In view thereof, it is proposed to obtain approval of the shareholders by a Special Resolution.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 9 of the Notice of the AGM for approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9 of the Notice.

10. Increase in the Limits for the Loans, Guarantees and Investments by the Company in terms of Section 186 of the Companies Act, 2013

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of: i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or other body corporate for an amount not exceeding Rs. 15 Crores.

The investment(s), loan(s), guarantee(s) and security(ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 8 of the Notice of the AGM for the approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 of the Notice.

11. Amendment of Title of Incidental Object Clause of the Memorandum of Association of the Company:

In order to comply with the provisions of the Companies Act, 2013, the Company needs to amend the title of incidental or ancillary to the attainment of the main objects of the Memorandum of Association.

The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 11 of the Notice of the AGM for the approval by the members

12. Deletion of Other Object Clause of the Memorandum of Association of the Company:

In order to comply with the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association.

The modification in the Memorandum of Association is carried out to give effect to the provisions of Companies Act, 2013. Therefore, Clause III (C) including sub-clauses 43 to 106 of the Memorandum of Association is proposed to be deleted.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 12 of the Notice of the AGM for the approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12 of the Notice.

13. Amendment of the Liability Clause of the Memorandum of Association of the Company

In order to comply with the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to alter the Liability Clause of the Memorandum of Association.

The modification in the Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 13 of the Notice of the AGM for approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 13 of the Notice.

14. Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.

Presently, the Authorized Share Capital of the Company is Rs. Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000/- (Forty Lacs) Equity Shares of Face Value of Re. 10/- (Rupee Ten Only) each. In order to facilitate the future requirements, if any, of the Company, it is proposed to increase the Authorized Share Capital to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity shares of Face Value of Re. 10/- (Rupee Ten Only) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of this Notice except to the extent of their shareholding in the Company.

Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No.14 of this Notice.

15. To adopt a new set of Articles of Association

The existing regulations 1 to 184 of the Articles of Association are replaced by the new set of Articles of Association of the Company.

The modification in the Articles of Association is carried out to give effect to the provisions of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 15 of the Notice of the AGM for approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 15 of the Notice.

16. Offer, Issue and Allot Equity Shares On Preferential Basis

In furtherance of the Company's global business expansion plans, the Board of Directors of the Company ("**Board**") at their meeting held on July 29, 2022, have approved for the preferential issue of 18,55,000 (Eighteen Lakhs Fifty Five Thousands) Equity Shares of face value of ₹10/- each at an issue price of ₹36.10/- (Rupees Thirty-Six and Paise Ten only) including Premium of ₹26.10/- (Rupees Twenty-Six and Paise Ten only) per share aggregating to ₹6,69,65,500 (Rupees Six Crores Sixty-nine Lakhs Sixty-five Thousand Five Hundred only).

Further, subject to approval of the shareholders of the Company and such other approvals as may be required, the Board, at its meeting held on July 29, 2022, has authorized the offer, issuance and allotment of 18,55,000 fully paid-up equity shares of face value of ₹10/- each at an issue price of ₹36.10/- (Rupees Thirty-Six and Paise Ten only) including Premium of ₹26.10/- (Rupees Twenty-Six and Paise Ten only) per share aggregating to ₹6,69,65,500 (Rupees Six Crores Sixty-nine Lakhs Sixty-five Thousand Five Hundred only), which is not less than the floor price as determined in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 (the "**SEBI ICDR Regulations**") for consideration aggregating to an amount of ₹6,69,65,500/- (Rupees Six Crores Sixty-nine Lakhs Sixty-five Thousand Five Hundred only) ("**Equity Shares**") to 1) Kamal Parikh HUF 2) Hariom Acharya Manibhai 3) Chintan R Shah 4) Narendra Shelar 5) Ravinder Kumar Chordia 6) Seema Thakar 7) Prerna Vyas 8) Ashish Shah 9) Bhasvya E-Commerce Private Limited 10) Sanjay Shah 11) Manisha Khemka ("**Proposed Allottee**") ("**Preferential Issue**").

The "Relevant Date" in accordance with the SEBI (ICDR) Regulations for determining the floor price to arrive at the issue price has been fixed as July 23, 2022. The number of Equity Shares to be issued and allotted i.e. 18,55,000 has been determined based on a per Equity Share price of ₹36.10/- (including a premium of ₹26.10/-) in accordance with pricing mechanism set out under SEBI ICDR Regulations. The Preferential Issue shall be undertaken in accordance with the applicable provisions of the Act and the rules made thereunder, the SEBI (ICDR) Regulations, and other applicable laws.

Accordingly, approval of the shareholders of the Company by way of special resolution for the proposed Preferential Issue is being sought inter-alia in terms of Sections 23, 42 and 62(1)(c) of the Act as well as applicable regulations of the SEBI (ICDR) Regulations, as per details mentioned in the resolution set out above in this Notice.

In terms of the provisions of the Act and the SEBI (ICDR) Regulations, other relevant disclosures / details are given below:

1. Purpose/ Objects of the Preferential Issue:

As set out above, the Company is undertaking the Preferential Issue as part of the Proposed Transaction whereby Equity Shares of ₹6,69,65,500/- (Rupees Six Crores Sixty-nine Lakhs Sixty-five Thousand Five Hundred only) to 1) Kamal Parikh HUF 2) Hariom Acharya

Manibhai 3) Chintan R Shah 4) Narendra Shelar 5) Ravinder Kumar Chordia 6) Seema Thakar 7) Purna Vyas 8) Ashish Kothari 9) Bhavisya E-Commerce Private Limited 10) Sanjay Shah 11) Manisha Khemka ("**Proposed Allottee**").

2. Relevant Date:

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Issue is **Friday, July 22, 2022** ("Relevant Date"), being the date 30 (thirty) days prior to the date of this meeting.

3. Maximum number of specified securities to be issued, issue price and amount proposed to be raised by the Company by way of the Preferential Issue:

The Company proposes to offer, issue and allot, by way of the preferential issue, 18,55,000 Equity Shares, for consideration of face value of ₹10/- each at an issue price of ₹36.10/- per Equity Share (which includes a premium of ₹26.10/- per Equity Share)

4. Basis on which the price has been arrived at and justification for the price:

The equity shares of the Company are listed on BSE Limited ("**BSE**") and are frequently traded in accordance with the SEBI (ICDR) Regulations. For the purpose of computation of the price per equity share, trading at BSE (the Stock Exchange which had the highest trading volume in respect of the equity shares of the Company) has been considered.

The price at which Equity Shares are proposed to be offered, issued and allotted is not lower than the floor price determined in terms of the applicable provisions of the SEBI (ICDR) Regulations, i.e. ₹36.10/- Equity Share, being the higher of the following:

- a) the volume weighted average price of the equity shares quoted on BSE during the 90 trading days preceding the Relevant Date, i.e. ₹20.42/- per equity share; or
- b) the volume weighted average price of the equity shares quoted on BSE during the 10 trading days preceding the Relevant Date, i.e. ₹36.10 per equity share.

Further, the issue price has been determined based on consideration of:

- a) Valuation report dated 22/07/2022 received from CA Shalin Patel, an independent registered valuer, (IBBI Registration No. IBBI/RV/06/2018/10291) for the purpose of undertaking fair valuation of the equity shares of the Company for issuance of equity shares through preferential allotment.

The name and address of the registered valuer appointed by the Company is as follows:

Name:

Address:

- b) Pricing certificate dated 29.07.2022 from Ms. Shailashri Bhaskar, Practicing Company Secretary having membership Number FCS:5778 C.P. Number 5092 certifying the floor price for the proposed Preferential Issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (ICDR) Regulations.

5. Justification for the allotment proposed to be made for a consideration by cash together with the valuation report of the registered valuer:

The Consideration payable by the proposed allottees is justified by the Valuation Report and approved by the Board.

6. Class or classes of persons to whom the proposed allotment is to be made and current and proposed status of allottee:

Individual – Non-promoter category.

The some of the Proposed Allottee is currently not holding any securities of the Company.

7. Identity of the allottee (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), category of allottee, the percentage (%) of post preferential issue capital that may be held by them:

Name of the allottees	Category	PAN	Ultimate Beneficial Owner	Pre-preferential Allotment		No. of Shares proposed to be allotted	Post Preferential Allotment	
				No. of Shares	% of Voting Rights		No. of Shares	% of Voting Rights
Kamal Parikh HUF	Non – Promoter	AAIHK7272C	Kamal Bhupatrai Parekh	0	0.00%	2,25,000	2,25,000	4.45
Hariom Manibhai Acharya	Non – Promoter	AECPA3102R	N.A.	0	0.00%	1,10,000	1,10,000	2.18
Chintan R Shah	Non – Promoter	BCNPS0372R	N.A.	0	0.00%	2,00,000	2,00,000	3.96
Narendra Shelar	Non – Promoter	APXPS9224G	N.A.	15000	0.47%	1,25,000	1,40,000	2.76
Ravinder Kumar Chordia	Non – Promoter	ABNPC9452G	N.A.	0	0.00%	1,25,000	1,25,000	2.47
Seema Thakar	Non – Promoter	AGOPT9995M	N.A.	0	0.00%	1,00,000	1,00,000	1.98
Purna Vyas	Non – Promoter	AFPPV7586Q	N.A.	0	0.00%	1,10,000	1,10,000	2.18
Ashish Shah	Non – Promoter	AMUPK0731C	N.A.	0	0.00%	1,10,000	1,10,000	2.18
Bhavisya E-Commerce Private Limited	Non – Promoter	AAECB3190M	Preeti Jain & Goutam Choraria	599577	18.74%	2,50,000	849577	16.81
Sanjay Shah	Non – Promoter	ATHPS8280J	N.A.	1,42,080	4.44%	2,50,000	3,92,080	7.76
Manisha Khemka	Non – Promoter	BYRPK8599L	N.A.	5,000	0.16%	2,50,000	2,55,000	5.04

Shareholding Pattern of the Company

Category	Pre-preferential issue Shareholding		Post Preferential issue Shareholding*	
	No Shares	%	No Shares	%
Promoters' Holding				
(i) Indian Promoters				
(a) Individual/HUF	11,20,147	35.0046	11,20,147	22.15918892
(b) Bodies Corporate	0	0	0	0
(c) Others (Trusts)	0	0	0	0
(ii) Foreign Promoters	0	0	0	0
-Individual	0	0	0	0
-Bodies Corporate	0	0	0	0
Sub Total (A)	11,20,147	35.01	11,20,147	22.16
Non-Promoters' Holding				
Mutual Fund/UTI	0	0	0	0
FI's Bank	0	0	0	0
HUF	30096	0.94	2,55,096	5.046
Bodies Corporate	187740	6.95	4,37,740	8.66
Residents/ Individuals	1806001	56.43	31,86,001	63.03
QIB				
NRI	56015	1.7505	56015	1.11
NBFC	0	0	0	0
Overseas Corporate Bodies	0	0	0	0
Clearing Members	1	0	1	0
Directors/Relatives	0	0	0	0
Foreign Trusts	0	0	0	0
Indian Trusts	0	0	0	0
IEPF	0	0	0	0
Sub Total (B)	20,79,853	65.00	39,34,852	77.84
Grand Total (A+B)	32,00,000	100.0	50,55,000	100.00

Pre-preferential Shareholding mentioned above is on June 30, 2022.

Proposed time within which the allotment shall be completed: As required under the SEBI (ICDR) Regulations, 2018 the company shall complete the allotment of Equity Shares as on or before the expiry of 15 days from the date of passing of this resolution by the shareholders granting consent for preferential issue, provided that in case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority or the central government, then the allotment shall be completed within 15 days from the date of receipt of such approval.

Lock-in period of shares: The Equity shares to be allotted to the promoters on a preferential basis shall be locked in for a period as per requirements of SEBI (ICDR) Regulations, 2018.

Auditors certificate: The certificate from Chartered Accountants, the Statutory Auditors of

the Company, to the effect that the present preferential issue is being made in accordance with the requirements contained in chapter V of the SEBI (ICDR) Regulations, 2018 shall be placed at the General Meeting.

Change in control: The present allotment being made to non-promoters will not result in any change in the control of the Company.

Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:

There are no willful defaulters in the Company.

Undertakings:

The Company undertakes to re-compute the price of the equity shares issued in terms of the preferential allotment under this resolution in terms of the SEBI (ICDR) Regulations, 2018 where it is required to do so.

The relevant documents referred to in the Notice, will be available for inspection from the date of circulation of this Notice upto the date of AGM i.e. August 23, 2022.

The Board believes that the proposed Preferential Issue is in the best interest of the Company and therefore recommends the Special Resolution as set out in the accompanying notice for approval of the shareholders.

None of the directors or key managerial personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolution, except to the extent to their shareholding in the Company, if any.

Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

The Board, accordingly, recommends passing of the Special Resolution as set out in Item No.16 of this Notice, for the approval of the Members.

Annexure:

Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015

Name of the Director	Manoj Himatsinghka	Ajay Vadnerkar	Ganpat Nyati	Narendra Shrimali	Soniya Upadhyay
DIN	02219343	09616079	09608005	09034181	09629126
Date of Birth	27/06/1961	05/03/1987	22/06/1978	08/12/1985	26/1/1997
No. of Equity Shares	NIL	NIL	NIL	NIL	NIL
Qualification Graduate	Graduate	Associates Company Secretary	Graduate	Graduate	Graduate

Relationship with other Directors None	Mr Manoj Binod Himatsinghka (DIN: 02219343) does not have any relationship with any of the existing Directors of the Company	Mr Ajay Deepak Vadnerkar (DIN: 09616079) does not have any relationship with any of the existing Directors of the Company	Mr Ganpat lal Nyati does not have any relationship with any of the existing Directors of the Company	Mr Narendra Shrimali does not have any relationship with any of the existing Directors of the Company	Ms Soniya Suresh Upadhyay (DIN: 09629126) does not have any relationship with any of the existing Directors of the Company
Nature of Expertise	Mr Manoj Binod Himatsinghka (DIN: 02219343) is holding a Graduation degree. He has 42 years of experience in various positions including senior management positions. He has experience in Liaising, management and expansion.	Mr Ajay Deepak Vadnerkar (DIN: 09616079) is Associate Company Secretary and has Completed executive program in Finance from IIM-Calcutta. He has 10+ years of experience in corporate secretarial and finance. He has experience in company law, finance and legal and will help the company to structure its business in a compliant way.	Mr Ganpat lal Nyati is holding education In Pharmacy. He has 12 years of experience In the pharmaceutical industry. He has experience in management, execution of strategy and market building	Mr Narendra Shrimali is holding education In Pharmacy. He has 12 years of experience In the pharmaceutical industry. He has experience in management, execution of strategy and market building	Ms Soniya Suresh Upadhyay (DIN: 09629126) holds an education in Commerce. She has 3+ years of experience in Finance and accountancy. Her experience in Management Information systems will help the board to make informed decisions and perform functions timely.
Name of Companies in which he holds Directorship	N.A	Bhunit Life Science Private Limited	N.A	Microcure Biotech Private Limited	N.A
Names of Committees of the Companies of which he holds membership	N.A	N.A	N.A	N.A	N.A

DEEP DIAMOND INDIA LIMITED
CIN No. L51343MH1994PLC082609
REGISTERED OFFICE NO: 101, 1ST FLOOR, HEMU PLAZA,
D.J. ROAD, VILE PARLE (W), MUMBAI- 400056

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

Regd. Folio No. No. of Shares held

* Demat A/c. No. DPID NO.

I CERTIFY THAT I AM A Member/ Proxy of the Company.

I/We hereby record my/our presence at the 28th **ANNUAL GENERAL MEETING** of the Company on August 23rd, 2022, At 11:00 Am At Kailash Parbat, 7 Crystal Plaza, New Link Road, Andheri, Lokhandwala Complex, Andheri West, Mumbai, Maharashtra 400053.

.....
Member/ Proxy's Name
Proxy)
(In Block Letters)

.....
(Signature of the Member/

Note: Please complete the Attendance Slip and hand it over at the entrance of the Meeting Place

* Those who hold shares in Demat form must quote their Demat A/c No. and Depository Participant (DP) No.

Form No. MGT- 11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management & Administration) Rules, 2014]

DEEP DIAMOND INDIA LIMITED

CIN No. L51343MH1994PLC082609

Registered Office: OFFICE NO 101, 1ST FLOOR, HEMU PLAZA,
D.J. ROAD, VILE PARLE (W), MUMBAI- 400056

Name of the Member (s) :

Registered Address:

Email Id:

Folio No./ Client Id:

DP Id:

I/We being the Member (s) of _____ shares of the above named company,
here by appoint:

1. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ **or failing him**

2. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ **or failing him**

3. Name: _____ Address: _____

E-mail Id: _____ Signature: _____ As my/our

proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual
General Meeting of the company to be held on the August 23rd, 2022, At 11:00 Am At Kailash
Parbat, 7 Crystal Plaza, New Link Road, Andheri, Lokhandwala Complex, Andheri West,
Mumbai, Maharashtra 400053. and at any adjournment thereof in respect of such resolutions
as are indicated below:

Signed this.....day of, 2022

Signature of Shareholder

Signature of Proxy holder(s)

Affix Rs.
1/-
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the
Registered Office of the Company, not less than 48 hours before the commencement of the
Meeting.

2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the
28th Annual General .

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

DEEP DIAMOND INDIA LIMITED

CIN No. L51343MH1994PLC082609

Registered Office: OFFICE NO 101, 1ST FLOOR, HEMU PLAZA,
D.J. ROAD, VILE PARLE (W), MUMBAI- 400056

BALLOT PAPER

1. Name of the First Named Shareholder
(In block letters)
2. Postal address
3. Registered folio No. / *Client IDNo.
(*Applicable to investors holding shares in dematerialized form)
4. Class of Share

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Ordinary Business:	Assent	Dissent
1. To receive, consider and adopt the Audited Financial Statements (including Consolidated Audited Financial Statements) of the Company for the year ended 31 st March, 2022 together with the Reports of the Board of Directors' and the Auditors' thereon.		
2. To appoint a Director in place of Mr Prakash Solanki who retires by rotation but is eligible, offers himself for re-appointment		
Special Business:		
3. Appointment of Mr Manoj Himatsinghka (DIN 02219343) as an Independent Director of the Company:		
4. Appointment of Mr Ajay Vadnerkar (holding DIN 09616079) as an Independent Director of the Company:		
5. Appointment of Mr Ganpat Lal Nyati (holding DIN 09608005) as a Director of the Company:		
6. Appointment of Mr Narendra Kumar Shrimali (DIN: 09034181) as a Non-Executive Director of the Company:		

7.Appointment of Ms Soniya Suresh Upadhyay (DIN 09629126) as an Executive Director of the Company:		
8.Increase in Limits of providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company:		
9.Increase in Limits of providing security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company:		
10.Increase in the Limits for the Loans, Guarantees and Investments by the Company in terms of Section 186 of the Companies Act 2013:		
11. Amendment of Title of Incidental Object Clause of the Memorandum of Association of the Company:		
12.Deletion of Other Object Clause of the Memorandum of Association of the Company		
13.Amendment of the Liability Clause of the Memorandum of Association of the Company:		
14.Increase in the Authorized Share Capital and Consequent Alteration of Memorandum of Association.		
15.To adopt a new set of Articles of Association		
16.Offer, Issue and Allot Equity Shares On Preferential Basis		

Place:

Date:

(Signature of the shareholder)

Map of AGM venue

