



# DEEP DIAMOND INDIA LIMITED

**Regd. Office:** 309, 3<sup>rd</sup> Floor, V Star Plaza, Plot No. 16, Chandavarkar Road, Borivali West, Mumbai, Maharashtra 400092 CIN: L24100MH1994PLC082609

**Corporate office:** 506-509 fifth floor, Apeksha, plot no. 256, Main Road, Hiran Magri, Sector 11, Udaipur, Rajasthan (313001) [Tel: 0294-3569097](tel:0294-3569097).

E-mail: [info.deepdiamondltd@gmail.com](mailto:info.deepdiamondltd@gmail.com) Website: [www.deepdiamondltd.in](http://www.deepdiamondltd.in)

**(BM: 04/2025-2026)**

## Notice of the meeting of the Board of Directors

To,

The Board of Directors

**Deep Diamond India Limited**

Notice is hereby given that the 04<sup>th</sup> meeting of the Board of Directors of **Deep Diamond India Limited** for the Financial Year 2025-2026 will be held **on Wednesday, August 13, 2025, at 12:00 P.M.** (Indian Standard Time) through video conferencing mode deemed to be held at the registered office of the Company situated at 309, 3rd Floor, V Star Plaza, Plot No. 16, Chandavarkar Road, Borivali West, Mumbai, Maharashtra 400092 India to discuss various matters as set out in the agenda.

**Zoom Link:**

**Link of Zoom:** \_\_\_\_\_

**Meeting Code / ID:** \_\_\_\_\_

**Passcode:** \_\_\_\_\_

A copy of the agenda of the business to be transacted at the said meeting is enclosed herewith.

You are requested to kindly make it convenient to attend the meeting.

Thanking you,

Yours faithfully,

For & on behalf of

**Deep Diamond India Limited**

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**Narayan Singh Rathore**

**Managing Director**

**DIN: 10900646**

**Date:** August 05, 2025

**Place:** Mumbai



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## **Notes:**

1. All the recordings of the proceedings of the Meeting, through Electronic Mode, shall be deemed to be made at Chairman's place.
2. The Meeting through Video Conferencing will be held in accordance with the Section 173 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any amendments, modifications, or re-enactments thereto), Secretarial Standards - 1("Secretarial Standard on Board Meeting"), relevant MCA circulars and notifications.
3. For any issues, problems, including technical issues which may arise before, during or after the Meeting, kindly mail us at [info.deepdiamondltd@gmail.com](mailto:info.deepdiamondltd@gmail.com).
4. All Board Members are requested to update their e-mail IDs with the Company before dispatch of Notice. If done already, then no action is required.
5. Members participating in the Meeting through video conferencing shall be counted for the purpose of Quorum unless they are to be excluded for any items of business under the provisions of the Act or any other law.



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| Sr. No. | Agenda Item  |
|---------|--|
| 1.      | To appoint Chairman of the meeting   |
| 2.      | To grant leave of absence to directors, if any.  |
| 3.      | To take note of the proper circulation of the Notice   |
| 4.      | To take note of the minutes of the previous meeting of the Board of Directors held on Monday, June 23, 2025.   |
| 5.      | To take on record quarterly compliances filed with the Stock Exchange for the quarter ended June 30, 2025, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.   |
| 6.      | To consider and take note of certificate given by the Chief Financial Officer ("CFO") of the Company pursuant to Regulation 33(2) of the Securities Exchange and Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.   |
| 7.      | To consider & approve the Unaudited Financial Results for the quarter ended June 30, 2025, along with draft Limited Review Report pursuant to Regulation 33 of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.   |
| 8.      | To take note of the resignation of Mr. Prashant Tali (ACS: 65501) from the position of Whole-time Company Secretary of the Company, the Compliance officer of the Company and Nodal Officer.   |
| 9.      | To approve the appointment of Mr. Rakesh Vishnoi (ACS: 59123) as the whole-time company secretary of the company and designate him as the compliance officer of the company pursuant to section 203 of companies act,2013 read with regulation 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.                |
| 10.     | To consider and approve the appointment of Mr. Rakesh Vishnoi (ACS: 59123) as a Nodal officer of the Company for the purposes of verification of claims and coordination with Investor Education and Protection Fund Authority (IEPF) pursuant to the Rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. |



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|     |   |
|-----|---|
| 11. | To approve the reporting of Mr. Rakesh Vishnoi, to the Managing Director of the Company in terms of Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.  |
| 12. | To appoint Designated Persons with respect to beneficial interest in the shares of the company as required under Rule 9(4) and 9(5) of Companies (Management and Administration) Rules, 2014. |
| 13. | To Review the Progress of the Company.  |
| 14. | To discuss any other business with the permission of the chair.   |



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## NOTES TO AGENDA

### Agenda No. 01:

#### To appoint Chairman of the meeting:

Mr. Narayan Singh Rathore, Managing Director & Chairman of the Company will Chair the meeting, subject to the approval of the Board.

Thereafter the roll call for the meeting will be commenced as stated below.

#### Roll call for Directors participating through Electronic Mode:

Every Director participating will be requested to state the following namely:

1. Name.
2. The location from where he/she is participating.
3. That he / she has received the agenda and all the relevant material for the Meeting.
4. That no one other than the concerned Director is attending or having access to the proceedings of the Meeting at the location mentioned in (b) above and,
5. He / She is able to hear and see the other participants clearly at the Meeting.

Thereafter the Chairman of the Board shall commence and conduct the Meeting of the Board.

If the Chairman is unable to attend the Meeting, the Directors present at the Meeting shall elect one of themselves to chair and conduct the Meeting, unless otherwise provided in the Articles.

### Agenda No. 2:

#### To grant leave of absence:

If any Director is unable to attend the Meeting, he/she should seek a leave of absence from the Board.

A formal letter or intimation via email by any Director to the Chairperson, prior to the date of the Meeting will be taken into consideration.

### Agenda No. 03:

#### To take note of the proper circulation of the Notice:

The Chairman is requested to take note of the proper circulation of the notice along with all the supporting documents, if any convening the board meeting with the approval and confirmation of the Directors present at the meeting.



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## **Agenda No. 4:**

### **To take note of the minutes of the previous meeting of the Board of Directors held on Monday, June 23, 2025.**

The Minutes of the Previous Meeting of the Board of Directors held on Monday, June 23, 2025, at the registered office is enclosed herewith for the perusal of the Board.

The Board is requested to note the minutes of the meeting and thereafter the minutes shall be signed by the Chairman of the Meeting.

The Board is further requested to note that no comments were received from the Directors on the draft minutes circulated earlier.

## **Agenda No. 5:**

### **To take on record quarterly compliances filed with the Stock Exchange for the quarter ended June 30, 2025, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Board is hereby informed that the below-mentioned quarterly compliances are submitted by the Company with the BSE Limited pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2025:

| <b>Sr. No.</b> | <b>Reference of the SEBI Regulations</b>    | <b>Filing of Certificate/document to the stock exchange by the Company</b> | <b>Due Date</b> | <b>Actual compliance date</b> |
|----------------|---|--|-----------------|-------------------------------|
| 1.             | Regulation 27(2) & 13(3) of SEBI LODR, 2015 | CG Integrated  | July 30, 2025   | July 28, 2025                 |
| 2.             | Regulation 27(2) (a) of SEBI LODR, 2015     | Certificate on Non-Applicability of Corporate Governance                   | July 30, 2025   | July 30, 2025                 |
| 3.             | Regulation 31(1) (b) of SEBI LODR, 2015     | Statement showing holding of securities and shareholding pattern           | July 21, 2025   | July 21, 2025                 |
| 4.             | Regulation 76 of SEBI (Depositories         | Statement of Reconciliation of Share Capital Audit                         | July 30, 2025   | July 14, 2025                 |



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|     | and Participants) Regulations 2018   |   |  |                      |
|-----|--|---|--|----------------------|
| 5.  | Regulation 74 (5) of SEBI (Depositories and Participants) Regulations 2018 | Record of certificates of securities that have been dematerialized                              | July 15, 2025  | July 15, 2025        |
| 7.  | Regulation 29 (1) (a) read with Proviso to 29(2) of SEBI LODR, 2015        | Prior Intimation about the Board Meeting in which yearly financial results due to be considered | At least 5 days in advance excluding the date of the intimation & date of the Board Meeting                              | Noted for compliance |
| 8.  | Regulation 33(3)(a) of SEBI LODR, 2015                                     | Financial Results along with Limited Review Report/Audit Report                                 | Financial Results along with Audit Report  | Noted for compliance |
| 9.  | Regulation 30(6) SEBI LODR, 2015   | Outcome of the Board Meeting with Respect to Financial Results                                  | Within 30 Minutes of the conclusion of the Board Meeting   | Noted for compliance |
| 10. | Regulation 47(1)(b) of SEBI LODR, 2015                                     | Advertisements in newspapers (Financial Results)  | Within 48 hours of the conclusion of the meeting of the board of directors at which the financial results were approved. | Noted for compliance |

The Board is requested to take note of the same.

## Agenda No. 6:

**To consider and take note of certificate given by the Chief Financial Officer ("CFO") of the Company pursuant to Regulation 33(2) of the Securities Exchange and Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015:**



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The Board is hereby informed that the Compliance Certificate duly signed by Mrs. Laveena Pokharna; CFO of the Company pursuant to Regulation 33(2) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 certifying that the financial results do not contain any false or misleading statements or figures and do not omit any material fact which may make the statements or figures contained therein misleading will be placed before the Board at the meeting for their noting.

The Board is requested to consider and take note of the same.

## Agenda No. 7:

**To consider & approve the Unaudited Financial Results for the quarter ended June 30, 2025, along with draft Limited Review Report pursuant to Regulation 33 of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Board is hereby informed that Pursuant to Regulation 33 of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; the Un-Audited Financial Results for the quarter ended June 30, 2025, are required to be approved by the Board once the same are reviewed, approved, and recommended by the Audit Committee.

Accordingly, the Un-Audited Financial Results for the quarter ended June 30, 2025, as furnished by the Statutory Auditors of the Company, and as recommended and approved by the Audit Committee will be placed before the Board of Directors for their consideration, deliberation, and approval.

Accordingly, the Board of Directors of the Company are requested to pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to Regulation 33 of Securities Exchange and Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015; the Un-Audited Financial Results of the Company along with Auditor’s Limited Review Report of the statutory auditor for the quarter ended June 30, 2025, as approved, and recommended by Audit Committee and placed before the Board, be and are hereby adopted and approved.

**RESOLVED FURTHER THAT** Mr. Narayan Singh Rathore; Managing Director; of the Company, be and is hereby authorized to sign the aforesaid Un-Audited Financial Results.

**RESOLVED FURTHER THAT** the Un-Audited Financial Results, as mentioned aforesaid, be submitted to the Bombay Stock Exchange as prescribed in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”



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**RESOLVED FURTHER THAT** Mr. Narayan Singh Rathore; Managing Director; of the Company, be and is hereby authorized to do all such acts, deeds, and things as may be necessary in order to effectuate the aforesaid resolution.”

## **Agenda No. 8:**

**To take note of the resignation of Mr. Prashant Tali (ACS: 65501) from the position of Whole-time Company Secretary of the Company, the Compliance officer of the Company and Nodal Officer.**

The Board is requested to take note of the resignation of Mr. Prashant Tali (ACS: 65501) from the position of Whole-time Company Secretary and Compliance Officer and Nodal Officer of the Company with effect from June 27, 2025, as per his resignation letter.

## **Agenda No. 9**

**To approve the appointment of Mr. Rakesh Vishnoi (ACS:59123) as the whole-time company secretary of the company and designate him as the compliance officer of the company pursuant to section 203 of companies act,2013 read with regulation 6 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015:**

The Board is hereby informed that pursuant to Section 203 of the Companies Act, 2013 read with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 6 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is mandated to appoint a Qualified Company Secretary as a Whole Time Company Secretary (“WTCS”) and Compliance Officer (“CO”) of the Company.

Now considering the resignation of Mr. Prashant Tali from the post of Whole Time Company Secretary and Compliance Officer of the Company with effect from, June 27, 2025, the said office was vacated and hence it is proposed before the Board to appoint Mr. Rakesh Vishnoi as Company Secretary and Compliance officer of the Company with immediate effect on a fixed remuneration of Rs. 1,92,000/- (Rupees One Lakh Ninety Two Thousands Only) per annum and on such other terms and conditions as jotted down in the draft appointment letter and further on such other terms and conditions as may be mutually decided between the Board and Mr. Rakesh Vishnoi to fill the resulted vacancy pursuant to provision of Section 203 (4) of the Companies Act, 2013.

The Board is also informed that the aforementioned appointment and all the terms and conditions in relation to the same will also be placed before the nomination and remuneration committee of the Company for their approval and recommendation at their meeting which is proposed to be held just before this meeting.



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The appointment letter for the appointment of Mr. Rakesh Vishnoi will be placed before the Board for their deliberation, consideration, and reference. The board is requested to take note of the same.

The Board is requested to deliberate on the same and approve the following resolution with or without modification, if deemed fit:

**"RESOLVED THAT** pursuant to the provisions of Section 203 read along with Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, ("Act") and recommendation of the nomination and remuneration committee; consent of the Board be and is hereby accorded to approve the appointment of Mr. Rakesh Vishnoi bearing Membership No. 59123 an Associate Member of Institute of Company Secretaries of India ("ICSI") holding the prescribed qualification under Section 2(24) of the Act, as the Company Secretary of the Company and designated as Key Managerial Personnel with effect from August 13, 2025, to perform the duties as may be prescribed under the Companies Act, 2013 and any other duties assigned to him by the Board from time to time and on such terms and conditions as may be mutually decided between the Company and her at a fixed remuneration of Rs. 1,92,000/- (Rupees One Lakh Ninety Two Thousands Only) per annum with the liberty to the Board of Directors to alter or vary the same.

**RESOLVED FURTHER THAT** Mr. Rakesh Vishnoi be and is hereby designated as Whole Time Key Managerial Personnel of the Company on the above terms and conditions, pursuant to provisions of Section 203 of the Act.

**RESOLVED FURTHER THAT** Mr. Rakesh Vishnoi be and is hereby also designated as the Compliance Officer of the Company pursuant to Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Chairperson and Managing Director or Chief Financial Officer of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary including digitally sign and submit all necessary e-Forms with the Registrar of Companies (ROC), Mumbai, and to intimate the stock exchange to effectuate the aforementioned resolution."

## Agenda No. 10

**To consider and approve the appointment of the nodal officer for the purposes of verification of claims and coordination with investor education and protection fund authority:**

The Board is hereby informed that pursuant to the Rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is required to appoint a new Nodal Officer in place of Mr. Parshant Tali who resigned from this



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position with effect from 27<sup>th</sup> June 2025, for the purposes of verification of claims and coordination with Investor Education and Protection Fund Authority (IEPF).

The Board is further informed that Mr. Rakesh Vishnoi, who will be appointed as Company Secretary and Compliance Officer with effect from August 13, 2025 of the Company since then he will be also appointed as Nodal officer.

The Board is requested to pass the following resolution with or without modification(s):

**“RESOLVED THAT** pursuant to the provision of Rule 7(2A) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company hereby appoints Mr. Rakesh Vishnoi as Nodal Officer of the Company in place of Mr. Prashant Tali for the purpose of verification of claims and for coordination with Investor Education and Protection Fund Authority (IEPF).

The following are the details of the Nodal Officer of the Company under rule 7 of Investor Education and Protection Fund Authority (Accounting, Audit Transfer and Refund) Rules, 2016:

| Name               | Designation                              | Address and Contact No.   | Email Id   | Designation   |
|--------------------|--|---|--|---------------|
| Mr. Rakesh Vishnoi | Company Secretary and Compliance Officer | 309, 3rd Floor, V Star Plaza, Plot No. 16, Chandavarkar Road, Borivali West, Mumbai, Maharashtra 400092<br>Mo.- 07021945108, Tel. - 0294-3569097<br>E-mail:<br><a href="mailto:info.deepdiamondltd@gmail.com">info.deepdiamondltd@gmail.com</a> | <a href="mailto:info.deepdiamondltd@gmail.com">info.deepdiamondltd@gmail.com</a> | Nodal Officer |



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**RESOLVED FURTHER THAT** the Nodal Officer of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** any of the Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be necessary including digitally sign and submit all necessary e-Forms with the Registrar of Companies (ROC), Mumbai, and to intimate the stock exchange to effectuate the aforementioned resolution"

## **Agenda No. 11**

**To approve the reporting of Mr. Rakesh Vishnoi, to the Managing Director of the company in terms of regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

The Board of Director of the Company are hereby informed that, pursuant to the amendments made to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') on 12<sup>th</sup> December 2024, a proviso has been inserted in Regulation 6 which requires the Compliance Officer to be an officer in whole-time employment of the Company, hold a position not more than one level below the Board of Directors; & be designated as Key Managerial Personnel (KMP).

In accordance with Regulation 6(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Compliance Officer is entrusted with ensuring conformity with the regulatory provisions applicable to the Company. This regulation places significant responsibilities on the Compliance Officer, which *inter alia* includes:

- Undertaking and ensuring compliance of corporate laws.
- Facilitating and ensuring compliance of all applicable laws.
- Propagating awareness of regulatory requirements across the Company.
- Filing requisite documents and disclosures with regulatory authorities.
- Representing the Company before regulatory bodies and stakeholders.
- Certifying compliance with statutory obligations.
- Strategizing compliance frameworks to align with evolving legal landscapes.
- Guiding and advising internal teams on regulatory matters.



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- Devising and implementing robust systems to ensure adherence to applicable laws.
- Managing relationships with both internal and external stakeholders to facilitate compliance.

SEBI believes by Compliance Officer reporting to the Managing Director; the Compliance Officer would have appropriate authority within the organization to effectively fulfill his responsibilities.

Considering that the Managing Director of the Company is entrusted with substantial powers to manage the Company's affairs, he can directly enable Compliance Officer all necessary guidance and authorities from time to time.

Accordingly, to comply with the amendment, the Board of Directors are requested to consider and approve the change in reporting structure and direct/ delegate the management to make consequent changes, as currently the Compliance Officer reports to Chief Financial Officer of the Company.

**“RESOLVED THAT** the Board of Directors are hereby approves that in order to attain the internal restructuring any administrative or operational actions or changes required, the relevant stakeholders are hereby authorized to execute the same.”

## Agenda No. 12

### To appoint Designated Persons with respect to Beneficial Interest in the shares of the company as required under rule 9(4) and 9(5) of Companies (Management and Administration) Rules, 2014.

The Board is hereby informed that pursuant to Companies (Management and Administration) Second Amendment Rules,2023 Every company is required to designate a person who shall be responsible for furnishing, and extending co-operation for providing, information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the company.

Further, the Board is hereby informed that the Company may appoint the following persons as mentioned below as designated person-

(i) A company secretary, if there is a requirement of appointment of such company secretary under the Act and the rules made thereunder; or (ii) key managerial personnel, other than the



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**Corporate office:** 506-509 fifth floor, Apeksha, plot no. 256, Main Road, Hiran Magri, Sector 11, Udaipur, Rajasthan (313001) [Tel: 0294-3569097](tel:0294-3569097).

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company secretary; or (iii) every director if there is no company secretary or key managerial personnel.

Accordingly, it is proposed to designate Company Secretary and in their absence, the Chairperson and Managing Director of the company as the Designated Persons in this regard.

The Board is requested to deliberate on the same and pass the following resolution with or without modifications:

**"RESOLVED THAT** pursuant to Rule 9 sub-rule (4) and (5) of the Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Second Amendment Rules, 2023, read along with Section 89 and any other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactment thereof, for the time being in force; the consent of the Board be and is hereby accorded to designate Company Secretary of the Company and in their absence Chairperson and Managing Director of the company as the designated persons for and on behalf of the Company for furnishing and extending co-operation and for providing, information to the Registrar or any other authorized officer with respect to beneficial interest in shares of the company.

**RESOVED FURTHER THAT** Company Secretary and in their absence Chairperson and Managing Director of the company, ("Designated Persons") be and are hereby authorized and empowered to act on behalf of the Company for the purpose of disclosing, providing, and furnishing all information, documentation, and details required by the Registrar or any other relevant authority/officer regarding the beneficial interest in the shares of the Company.

**RESOLVED FURTHER THAT** Designated Persons shall have the authority to sign and execute any documents, declarations, or statements required by the Registrar and / or relevant authority/officer in connection with the disclosure of beneficial interest in the shares of the Company.

**RESOLVED FURTHER THAT** the details of the designated persons shall be informed to Registrar in Annual Return of the Company.

**RESOLVED FURTHER THAT** all the employees, officers and Directors of the Company are hereby directed to provide an authorized officer with all necessary support and assistance in fulfilling the responsibilities assigned by this resolution.



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**RESOLVED FURTHER THAT** this resolution shall be effective and in force until superseded with another resolution passed by the Board on this behalf.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be deemed expedient and incidental thereto to effectuate the aforementioned resolution.”

## **Agenda No. 13:**

### **To Review the Progress of the Company.**

The Chair will brief about the performance of the company during the 02<sup>nd</sup> Quarter of the financial year 2025-2026 ended on June 30, 2025, to all the Directors.

The Board is requested to take note of the same.

## **Agenda No. 14:**

### **To discuss any other business with the permission of the chair:**

Any other item apart from the aforementioned agenda may be taken up with the permission of the Chairperson.