



DEEP DIAMOND INDIA LIMITED

Regd. Office: 309, 3rd 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.

E-mail: info.deepdiamondltd@gmail.com Website: www.deepdiamondltd.in

(BM: 01/2025-2026)

Notice of the meeting of the Board of Directors

To,
The Directors
Deep Diamond India Limited

Notice is hereby given that the 01st meeting of the Board of Directors of **Deep Diamond India Limited** for the Financial Year 2025-2026 will be held on Wednesday, April 16, 2025, at 3:00 P.M. 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

Narayan Singh Rathore
Managing Director
DIN: 10900646

Date: April 15, 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.
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, if any, and ascertain quorum for the meeting.
3.	To take note of the proper circulation of the Notice.
4.	To take note of minutes of the previous meeting of the Board of Directors held on Monday, March 10, 2025.
5.	To take note of minutes of the previous meeting of the Audit Committee held on Monday, March 10, 2025.
6.	To take note of minutes of the previous meeting of the Nomination and Remuneration Committee held on Monday, March 10, 2025.
7.	To take note of Annual Disclosure of interest of directors and KMP's in Form MBP-1 under Section 184 of the Companies Act, 2013 and rule 9(1) of the Companies (Meeting of Board and its Powers) Rules, 2014 and the disclosure of the indirect interest for the financial year 2025-2026.
8.	To take note of the declaration of non-disqualification received in Form DIR-8 from the Directors under section 164(1) and 164(2) of the Companies Act, 2013 and Rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014 for the financial year 2025-2026.
9.	To take note of the declaration of independence by Independent Directors of the Company under section 149(7) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities Exchange and Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereto.
10.	To take note of code of conduct from the Independent Directors of the Company pursuant to the provisions of section 149(8) of the Companies Act, 2013.



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11.	To circulate the Notes on the Agenda Items which are in nature of Unpublished Price Sensitive Information at shorter notice for F.Y. 2025-2026.
12.	To consider and take note of compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015, during the quarter ended March 31, 2025.
13.	To consider and approve and take note of the revised issue size for the proposed Rights Issue of equity shares to the existing shareholders subject to regulatory / statutory approvals.
14.	To consider and take note of the Resignation letter received from Mr. Narendra Kumar Shrimali from the post of Chief Financial Officer of the Company.
15.	To Appoint Mrs. Laveen Pokharna as Chief Financial Officer of the Company.
16.	To discuss any other business with the permission of the chairman.



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NOTES TO AGENDA

Agenda No. 1:

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.

The Board Members are hereby requested to note that 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 and ascertain the quorum of the meeting:

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 Chairman, prior to the date of the Meeting will be taken into consideration.

Thereafter, the Chairperson will ascertain the quorum of the meeting.

Agenda No. 3:

To take note of the proper circulation of the Notice:



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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.

Agenda No. 4:

To take a note of minutes of the previous meeting of the Board of Directors held on Monday, March 10, 2025:

The minutes of the previous meeting of the Board of Directors of the Company held on Monday, March 10, 2025, will be placed before the Board of Directors for their reference.

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

Agenda No. 5:

To take a note of minutes of the previous meeting of the Audit Committee held on Monday, March 10, 2025:

The minutes of the previous meeting of the Audit Committee of the Company held Monday, March 10, 2025, will be placed before the board of Directors for their reference.

The Board is requested to take note of the same.

Agenda No. 6:

To take a note of minutes of the previous meeting of the Nomination and Remuneration Committee held on Monday, March 10, 2025:

The minutes of the previous meeting of the Nomination and Remuneration Committee of the Company held Monday, March 10, 2025, will be placed before the board of Directors for their reference.

The Board is requested to take note of the same.

Agenda No. 7:

To take note of Annual Disclosure of interest of Directors and KMP's in Form MBP-1 under Section 184 of the Companies Act, 2013 and rule 9(1) of the Companies



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(Meeting of Board and its Powers) Rules, 2014 and the disclosure of the indirect interest for the Financial Year 2025-2026:

The Board is hereby informed that pursuant to the provisions of Section 184 of the Companies Act, 2013 read with rule 9(1) of the Companies (Meetings of the Board and its Powers) Rules, 2014, Board of directors of the Company are required to submit at the first meeting of Board of Directors in every financial year disclosure of their concern or interest in other Company(ies) or bodies corporate which includes shareholding as well. Hence, the disclosures received in Form MBP-1 from the Directors of the Company, disclosing their concern or interest in other Company(ies) or bodies corporate (including shareholding interest), firms or other association of individuals etc., will be placed at the Meeting.

The Board is requested to take note of the same.

Agenda No. 8:

To take note of the declaration of Non-Disqualification in Form DIR-8 by Directors of the Company regarding eligibility to act as the director under section 164(1) and 164(2) of the Companies Act, 2013 and Rule 14 (1) of Companies (Appointment and Qualification of Directors) Rules, 2014 for the Financial Year 2025-2026:

The Board is hereby informed that pursuant to the provisions of Section 164(1) and 164(2) of the Companies Act, 2013 read with Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014, declarations in Form DIR-8 received from the Directors of the Company confirming that they are not disqualified to act as Directors of the Company, will be placed at the Meeting.

The Board is requested to take note of the same.

Agenda No. 9:

To take note of the declaration of independence by Independent Directors of the Company under section 149(7) of the Companies Act, 2013:

The Board is hereby informed that the declaration(s) of meeting independence criteria as prescribed under Section 149(6) of the Companies Act, 2013 pursuant to Section 149 (7) of the Companies Act, 2013 received from Independent Director(s) of the Company, will be placed at the Meeting.

The Board is requested to take note of the same.



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Agenda No. 10:

To take note of code of conduct from the Independent Directors of the Company pursuant to the provisions of section 149(8) of the Companies Act, 2013:

The Board is hereby informed that the declaration(s) of compliance with the Code for Independent Director(s) pursuant to Section 149(8) of the Companies Act, 2013 received from Independent Director(s) of the Company, will be placed at the Meeting.

The Board is requested to take note of the same.

Agenda No. 11:

To circulate the Notes on the Agenda Items which are in nature of Unpublished Price Sensitive Information at shorter notice for F.Y. 2025-2026:

The Board is hereby informed that pursuant to Secretarial Standards-I on Board Meeting issued by the Institute of Company Secretaries of India, the general consent may be taken in the first Board Meeting of the financial year for giving agenda and notes on agenda involving Unpublished Price Sensitive Information ("UPSI") at shorter notice.

UPSI as defined under Secretarial Standards includes Financial Results, Dividends, Change in Capital Structure, Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions, Changes in Key Managerial Personnel, and other material developments/events as per listing requirements.

Accordingly, approval of the Board is sought for circulating notes on items of agenda which contains information which are in the nature of UPSI at a shorter notice for the F.Y. 2025-2026.

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

"RESOLVED THAT pursuant to the Secretarial Standards issued by the Institute of the Company Secretaries of India on the Meetings of the Board of Directors, as amended, and SEBI (Prohibition of Insider Trading) Regulations, 2015, general consent of the Board of Directors be and is hereby accorded for circulating/ giving notes on items of Agenda on a shorter notice for those matters which contains information's which are in the nature of Unpublished Price Sensitive Information for F.Y. 2025-2026.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby authorized to effectuate the said resolution."



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Agenda No. 12:

To consider and take note of compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015, during the quarter and financial year ended March 31, 2025:

The Process followed by the Secretarial Department for evaluating the compliances under the Company's code of conduct on prevention of insider trading by the insiders on quarterly basis are detailed below:

- a) The secretarial Department has prepared a database ('list of insiders') on Company's compliance tool consisting of designated persons and their relatives and connected persons along with their PAN.
- b) The said list of Insiders is reviewed by the Company Secretary & Compliance officer and the same is shared with Linkintime India Private Limited ('RTA') on a weekly basis.
- c) RTA provides the details of trading activities carried out by the Insiders along with exceptions if any, on a weekly basis.
- d) Such exceptions are reviewed by the Company Secretary & Compliance Officer along with other senior Management Personnel. If required, external consultations from Lawyers / Counsels are obtained.
- e) Exceptions are escalated to the Audit Committee and action taken by the Audit Committee are briefed to the Board for their noting.
- f) To take action / appropriate steps as per the advice of the Audit Committee / Board for transferring the profit / penalty imposed to SEBI IPEF Account.
- g) To inform Stock Exchanges on the above violations, as per the prescribed format.

The Board of Directors are hereby informed that there was no violation under SEBI (Prohibition of Insider Trading) Regulations, 2015, during the quarter and financial year ended March 31, 2025.

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

Agenda No. 13:

To consider and approve and take note of the revised issue size for the proposed Rights Issue of equity shares to the existing shareholders subject to regulatory / statutory approvals.

It is hereby informed that the Board at its meeting held on August 14, 2024 had approved fund raising by way of issuance of fully paid-up equity shares of ₹1 each ("Equity Shares") to the eligible equity shareholders of the Company on a rights basis, for an amount not exceeding ₹45,00,00,000 (Rupees Forty-Five Crores only), subject to regulatory/statutory



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approvals and in accordance with applicable laws including the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Rights Issue").

However, based on further assessment of fund requirements and financial planning, the Board is now requested to consider and approve a **revised issue size** of an amount not exceeding ₹40,00,00,000 (Rupees Forty Crores only), instead of the earlier approved ₹45,00,00,000 (Rupees Forty-Five Crores only), for the proposed Rights Issue.

The objective of the Rights Issue, as earlier approved by the Board, remains unchanged, i.e., to meet the funding requirements for:

- Completion of acquisition of M/s Oasis Ceramics Private Limited;
- Repayment of long-term borrowings of the Company; and
- Redevelopment of the Company's land.

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

RESOLVED THAT pursuant to the provisions of Section 62, Section 23(1)(c) and other applicable provisions of the Companies Act, 2013, along with the rules made thereunder, each as amended ("Companies Act") and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, rules, regulations made thereunder and any other provisions of applicable law, and subject to other approvals, permissions and sanctions of Securities and Exchange Board of India ("SEBI"), the stock exchange where the equity shares of the Company ("Equity Shares") are listed (the "Stock Exchange"), the Reserve Bank of India, the Ministry of Corporate Affairs, the Government of India and any other concerned Statutory or regulatory authorities, if and to the extent necessary, and such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed in granting of such approvals, permissions and sanctions by any of the aforesaid authorities, the consent of the Board of Directors of the Company ("Board") be and is hereby accorded to offer, issue and allot equity shares at such price to be decided by the Board or its Committee to be constituted, for an amount aggregating up to Rs. 40.00 crores by way of a rights issue in fully paid up equity shares to the existing shareholders of the Company in such ratio to be decided by the Board of



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Directors/ Committee held by the shareholders as on a record date ("Shareholders"), to be decided at a later date on such other terms and conditions as may be mentioned in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, and/ or Application Forms to be issued by the Company in respect of the Rights Issue (collectively referred to as "Issue Documents"), to list the Equity Shares allotted pursuant to the Rights Issue, on the Stock Exchange and on such other terms and conditions as may be mentioned in the Issue Documents.

RESOLVED FURTHER THAT all Securities so offered, issued and allotted by way of the Rights Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the Equity Shares so offered, issued and allotted by way of the Right Issue shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the Rights Issue, the Rights Issue Committee, consisting of Mr. Narayan Singh Rathore, Managing Director, Mrs. Laveena Pokharna, Whole Time Director and Mr. Kailash Chandra Non-Executive Independent Director is hereby formed and authorized to do the following, if necessary:

- I. to negotiate, finalise, settle and execute the issue agreement, registrar agreement, monitoring agency agreement, ad-agency agreement, banker to the issue agreement and any other agreement with an intermediary and all other necessary documents, deeds, agreements and instruments in relation to the Rights Issue, including but not limited to any amendments/ modifications thereto;
- II. to take necessary actions and steps for obtaining relevant approvals the Stock Exchange, or such other authorities, whether regulatory or otherwise, as may be necessary in relation to the Rights issue;
- III. to finalise the Issue Documents and any other documents as may be required and to file the same with SEBI, Stock Exchange and other concerned authorities and issue the same to the Shareholders of the Company or any other person in terms of the Issue Documents or any other agreement entered into by the Company in the ordinary course of business;
- IV. to approve, finalize and issue in such newspapers as it may deem fit and proper all notices, including any advertisement(s)/ supplement(s)/ corrigenda required to be issued in terms of SEBI ICDR Regulations or other applicable SEBI guidelines and



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regulations or in compliance with any direction from SEBI and/or such other applicable authorities;

- V. to decide in accordance with applicable law, the terms of the Rights Issue and other terms and conditions for issuance of the Equity Share to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required;
- VI. to apply to regulatory authorities seeking their approval for allotment of any unsubscribed portion of the Rights Issue (in favour of the parties willing to subscribe to the same);
- VII. to fix the record date for the purpose of the Rights Issue for ascertaining the names of the eligible Shareholders who will be entitled to the Equity Shares, in consultation with the Stock Exchange;
- VIII. to decide in accordance with applicable law on the date and timing of opening and closing of the Rights Issue and to extend, vary or alter or withdraw the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, the Stock Exchange or other authorities from time to time;
- IX. to decide in accordance with applicable law, the terms of the Rights Issue, including the nature of the Securities, the total number, issue price and other terms and conditions for issuance of the Securities to be offered in the Rights Issue, and suitably vary the size of the Rights Issue, if required;
- X. to decide the rights entitlement ratio in terms of number of Securities which each existing Shareholder on the record date will be entitled to, in proportion to the Securities held by the eligible Shareholder on such date;
- XI. to issue and allot Securities in consultation with the registrar and the Stock Exchange and to do all necessary acts, execution of documents, undertakings, etc. with National Securities Depository Limited and Central Depository Services (India) Limited, in connection with admitting the Equity Shares issued in the Rights Issue;

RESOLVED FURTHER THAT Mr. Narayan Singh Rathore, Managing Director, Mrs. Laveena Pokharna, Whole Time Director and Mr. Kailash Chandra Non-Executive Independent Director and Mr. Prashant Tali, Company Secretary & Compliance Officer, be and are hereby jointly or severally authorised to generally do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient in connection with this resolution, including effecting any modifications or changes to the foregoing (including modification to the terms of the issue) making necessary filings with SEBI, the Stock



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Exchange and any other regulatory authorities and execution of any documents or agreements on behalf of the Company and to represent the Company before any governmental authorities and to appoint any professional advisors, consultants and legal advisors and take all other steps which may be incidental, consequential, relevant or ancillary, to give effect to this resolution.

RESOLVED FURTHER THAT the Equity Shares to be allotted pursuant to the Rights Issue shall be listed on BSE Limited and that Mr. Narayan Singh Rathore, Managing Director, Mrs. Laveena Pokharna, Whole Time Director and Mr. Kailash Chandra Non-Executive Independent Director and Mr. Prashant Tali, Company Secretary & Compliance Officer, be and are hereby severally and jointly authorised to sign necessary application forms and other documents/ papers and take such action as may be required in this regard.”

Agenda No. 14:

To consider and take note of the Resignation letter received from Mr. Narendra Kumar Shrimali from the post of Chief Financial Officer of the Company.

The Board is hereby informed that the Company has received the Resignation letter from Mr. Narendra Kumar Shrimali, Chief Financial Officer of the Company, on April 15, 2025, which is effective from the closure of business hours on April 16, 2025; pursuant to the provisions of Section 168 of the Companies Act, 2013 and rules mentioned thereunder.

The Board is further informed that the said resignation is received pursuant to his unavailability and personal pre-occupation for the post of CFO. The said resignation letter will be placed before the Board at their meeting for their reference. Also Mr. Narendra Kumar Shrimali will continue to operate on the Board of the Company in the capacity as an Non-Executive Director of the Company.

The Board is requested to take note of the same.

Agenda No. 15:

To Appoint Mrs. Laveen Pokharna as Chief Financial Officer of the Company:

The Board is hereby informed that the Mr. Narendra Kumar Shrimali, Chief Financial Officer ("CFO") of the Company, who was appointed on April 01, 2023, has tendered his resignation from the position of CFO on April 15, 2025, which is effective from the closure of business hours on April 16, 2025, due to reasons of unavailability and personal pre-occupation for the position of CFO. The Board placed on record its sincere appreciation for the valuable services rendered by Mr. Narendra Kumar Shrimali during his tenure as CFO.



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In view of the resignation and to ensure seamless management of the finance function of the Company, it has been proposed and recommended by the Nomination and Remuneration Committee to appoint Mrs. Laveena Pokharna, Wholetime Director (WTD) of the Company, as the Chief Financial Officer ("CFO") with immediate effect.

Considering her capabilities, understanding of the Company's operations, and other related matters, the Board is hereby requested to entrust her with the additional responsibility of CFO which would serve the best interests of the Company.

Accordingly, the proposal for her appointment as CFO will be placed before the Board for consideration.

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

"RESOLVED THAT in accordance with the provisions of Section 203 of the Companies Act, 2013 read with the applicable rules framed thereunder and other applicable provisions, if any, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee, the consent of the Board be and is hereby accorded to appoint **Mrs. Laveena Pokharna**, Wholetime Director of the Company, as the **Chief Financial Officer (CFO)** of the Company with effect from **April 16, 2025**.

RESOLVED FURTHER THAT Mrs. Laveena Pokharna shall, in her capacity as CFO, be responsible for overseeing the overall financial management and planning of the Company, financial risk management, and shall provide strategic financial advice to the Board of Directors from time to time.

RESOLVED FURTHER THAT Mrs. Laveena Pokharna shall hold the office of CFO in addition to her current role as Wholetime Director, without any additional remuneration unless otherwise decided by the Board.

RESOLVED FURTHER THAT consent of the Board be and is hereby accorded to authorize Mrs. Laveena Pokharna in the capacity as CFO of the Company to certify the Compliance Certificate in relation to financial results pursuant to proviso to Regulation 33 (2) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), 2015.

RESOLVED FURTHER THAT Mr. Narayan Singh Rathore, Managing Director of the Company, be and is hereby authorized to issue a formal communication/appointment letter to Mrs. Laveena Pokharna and inform all relevant stakeholders.



DEEP DIAMOND INDIA LIMITED

Regd. Office: 309, 3rd 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 Website: www.deepdiamondltd.in

RESOLVED FURTHER THAT the any of the Director of the Company be and are hereby severally authorized to file the necessary e-forms with the Registrar of Companies, update the Register of Directors and Key Managerial Personnel, and to do all such acts, deeds and things as may be necessary, desirable or expedient to give effect to the above resolution.”

Agenda No. 16:

To discuss any other business with the permission of the chairman:

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