



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: 03/2025-2026)

Notice of the meeting of the Board of Directors

To,

The Directors

Deep Diamond India Limited

Notice is hereby given that the 03rd meeting of the Board of Directors of **Deep Diamond India Limited** for the Financial Year 2025-2026 will be held on Monday, June 23, 2025, at 5:45 P.M. 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.

Directors shall have an option to participate in the meeting through video conference mode. Further, Directors who intend to participate through Video Conference mode shall give prior intimation of at least 2 days in advance to the Chairman.

Every Members participating through Electronic Mode will be requested to state the following namely:

1. Name;
2. The location from where he 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.

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

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,

For & on behalf of

Deep Diamond India Limited

Narayan Singh Rathore

Managing Director

DIN: 10900646

Date: June 23, 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 Wednesday, May 28, 2025.
5.	To take note of minutes of the previous meeting of the Audit Committee held on Wednesday, May 28, 2025.
6.	Considered and approved the Conversion of loans granted by the company to Oneworld Logistics private limited into Optionally Convertible Preference Shares.
7.	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:

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 a note of minutes of the previous meeting of the Board of Directors held on Wednesday, May 28, 2025:

The minutes of the previous meeting of the Board of Directors of the Company held on Wednesday, May 28, 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 Wednesday, May 28, 2025:

The minutes of the previous meeting of the Audit Committee of the Company held Wednesday, May 28, 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:

Considered and approved the conversion of loan granted by the Company to Kshitij Polyline Limited into equity shares on preferential basis:

The Board is hereby informed that the Company had granted loan/financial assistance to Kshitij Polyline Limited ("KPL"), for meeting its business and operational requirements INR 1,21,77,592/- which is currently outstanding in the books of Kshitij Polyline Limited as an unsecured borrowing.

The Board is further apprised that in order to strengthen the financial position of KPL by reducing its debt and improving its capital structure, management of Kshitij has proposed to convert the aforesaid outstanding loan of INR 1,21,77,592/- into equivalent value of Equity Shares on a preferential allotment basis, in accordance with the applicable provisions of the Companies Act, 2013 read with SEBI (ICDR) Regulations, 2018 and other applicable laws.

The equity shares will be issued at a price of INR 4/- per share, comprising Face Value of INR 2/- and Premium of INR 2/- per share, based on the valuation report issued by the Registered Valuer in accordance with applicable provisions.

Accordingly, 30,44,398 equity shares of INR 2/- each at a premium of INR 2/- per share aggregating to INR 1,21,77,592/- of KPL will be allotted to the Company in lieu of the outstanding loan, if approved by the shareholders of KPL.



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Having said so, it is to be noted that pursuant to Section 179(3) and 186(2) of the Companies Act, 2013, the Board of Directors are mandated to approve the agenda item relating to investment of funds of the Company at a board meeting of the Directors and as the said transaction of conversion of loan into equity will be considered as an investment in KPL, the said agenda is placed before the Board for their approval.

The Board is further informed that the proposed investment by way of conversion of the outstanding loan into equity shares of Kshitij Polyline Limited is within the limits prescribed under Section 186 of the Companies Act, 2013 which was approved by the shareholders of the Company at the AGM held on [REDACTED].

The Board is requested to consider the matter and pass the following resolution, with or without modification:

“RESOLVED THAT pursuant to the provisions of Sections 179(3), 186(2) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and subject to necessary approvals, if any, the consent of the Board of Directors of the Company be and is hereby accorded to convert the outstanding loan amounting to INR 1,21,77,592/-, granted to Kshitij Polyline Limited, into 30,44,398 equity shares of INR 2/- each at a premium of INR 2/- per share, aggregating to INR 1,21,77,592/- of Kshitij Polyline Limited on a preferential allotment.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company be and is hereby severally authorized to take all such steps and actions, and to execute all such documents and writings, as may be necessary, proper or expedient for the purpose of giving effect to the foregoing resolution, including but not limited to entering into necessary agreements, making filings with the Registrar of Companies and other statutory authorities, and doing all such acts, deeds, and things as may be required in this regard.”

Agenda No. 7:

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.