



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: 02/2025-2026)

Notice of the meeting of the Board of Directors

To,
The Directors
Deep Diamond India Limited

Notice is hereby given that the 02nd meeting of the Board of Directors of **Deep Diamond India Limited** for the Financial Year 2025-2026 will be held on **Wednesday, May 28, 2025, at 3:30 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 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,

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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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, April 16, 2025.
5.	To take note of minutes of the previous meeting of the Audit Committee held on Wednesday, April 16, 2025.
6.	To take note of Related Party Transactions entered by the Company on a consolidated basis for the financial year ended March 31, 2025, and sign the Register of Contracts and Arrangements under Section 189 of the Companies Act, 2013.
7.	To review and take note of the Loans given, Investments made, Guarantees and Securities provided pursuant to the provisions of Section 186 of the Companies Act, 2013 as on financial year March 31, 2025, by the Company.
8.	To take note of the outstanding borrowings of Company as on March 31, 2025.
9.	To take on record yearly and quarterly compliances filed with the Stock Exchange for the quarter ended March 31, 2025, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
10.	To take note of the effectiveness of the Internal Financial Controls (IFC) of the Company for the F.Y. 2024-2025.
11.	To consider & approve the Audited Financial Results for the quarter and financial year ended March 31, 2025, along with draft Statutory Auditor's Report pursuant to Regulation 33 of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
12.	To consider and take note of certificate given by the Chief Financial Officer ("CFO") of the Company pursuant to Regulation 33(2) and 17(8) of the Securities Exchange and Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.



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13.	To consider, examine and approve the Audited Financial Statements of the Company for the financial year ended March 31, 2025.
14.	To consider and take on record the Statutory Auditor's Report for the financial year 2024-2025.
15.	Take note of Internal Audit Report provided by M/s. Valawat & Associates; Chartered Accountant for the financial year 2024-2025.
16.	To consider and approve the appointment of M/s. Valawat & Associates Chartered Accountants as Internal Auditor of the Company for the financial year 2025-2026.
17.	<p>a. To consider the eligibility criteria M/s. Ronak Jhuthawat & Co, Peer reviewed Practicing Company Secretaries, as a Secretarial Auditor of the Company, for a period of 5 financial years commencing from F.Y. 2025-2026 till F.Y. 2029-2030, for conducting the Secretarial Audit of Company.</p> <p>b. To consider, approve and recommend to the shareholders, the appointment of M/s. Ronak Jhuthawat & Co, Peer reviewed Practicing Company Secretaries, as a Secretarial Auditor of the Company, for a period of 5 financial years commencing from F.Y. 2025-2026 till F.Y. 2029-2030, for conducting the Secretarial Audit of Company.</p>
18.	To consider and take note of the Compliance Certificate under Section 205 of the Companies Act, 2013, for the quarter and financial year ended March 31, 2025.
19.	To waive the rights of the Director/s to receive a certified Copy of the Minutes of the meeting.
20.	To discuss any other business with the permission of the chairman.



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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. 02:

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. 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. 04:

To take a note of minutes of the previous meeting of the Board of Directors held on Wednesday, April 16, 2025:

The minutes of the previous meeting of the Board of Directors of the Company held on Wednesday, April 16, 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. 05:

To take a note of minutes of the previous meeting of the Audit Committee held on Wednesday, April 16, 2025:

The minutes of the previous meeting of the Audit Committee of the Company held on Wednesday, April 16, 2025, will be placed before the board of Directors for their reference.

The Board is requested to take note of the same.

Agenda No. 06:

To take note of Related Party Transactions entered by the Company on a consolidated basis for the financial year ended March 31, 2025, and sign the Register of Contracts and Arrangements under Section 189 of the Companies Act, 2013:

The details of the Related Party Transactions carried out on a consolidated basis during the financial year ended March 31, 2025, and as approved by the audit committee will be placed before the Board for their deliberation, consideration and noting.

The Board is further informed that pursuant to Section 189 of the Companies Act, 2013; the relevant applicable entries are entered in the Register of Contracts and the same will be placed before the Board for their deliberation and consideration and thereafter the same shall be signed by all the Directors present at the meeting.

The Board is requested to take note of the same.

Agenda No. 07:

To review and take note of the Loans given, Investments made, Guarantees and Securities provided pursuant to the provisions of Section 186 of the Companies Act, 2013 as on financial year March 31, 2025, by the Company:



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The Board is hereby informed that details of the Loans given, Investments made, Guarantees and Securities provided pursuant to the provisions of Section 186 of the Companies Act, 2013 during the financial year ended March 31, 2025, (including inter-corporate loans and investments, if any) will be placed before the Board for their deliberation, and consideration.

The Board members are requested to take note of the same.

Agenda No. 08:

To take note of the outstanding borrowings taken by the Company as on March 31, 2025:

The Board is hereby informed that the list of the borrowings taken by the Company in the financial year ended on March 31, 2025, and which are outstanding as on the year end will be placed before the Board for their deliberation, consideration and noting.

The Board is requested to take note of the same.

Agenda No. 09:

To take on record yearly and quarterly compliances filed with the Stock Exchange for the quarter ended March 31, 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 yearly and 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 and financial year ended March 31, 2025:

Sr. No.	Reference of the SEBI Regulations	Filing of Certificate/document to the stock exchange by the Company	Due Date	Actual compliance date
1.	Regulation 27(2) & 13(3) of SEBI LODR, 2015	CG Integrated	April 30, 2025	April 23, 2025
2.	Regulation 27(2) (a) of SEBI LODR, 2015	Certificate on Non-Applicability of Corporate Governance	April 30, 2025	April 21, 2025
3.	Regulation 31(1) (b) of SEBI LODR, 2015	Statement showing holding of securities and shareholding pattern	April 21, 2025	April 19, 2025
4.	Regulation 76 of SEBI (Depositories and	Statement of Reconciliation of Share Capital Audit	April 30, 2025	April 11, 2025



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	Participants) Regulations 2018			
5.	Regulation 74 (5) of SEBI (Depositories and Participants) Regulations 2018	Record of certificates of securities that have been dematerialized	April 15, 2025	April 11, 2025
6.	Regulation 31(4) of SEBI SAST, 2011	Annual Disclosures	April 09, 2025	April 07, 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. 10:

To take note of the effectiveness of the Internal Financial Controls (IFC) of the Company for the F.Y. 2024-2025:



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The Chairperson of the audit committee will brief the Board based on the committee's discussion about the effectiveness of the IFC of the Company for the F.Y. 2024-2025.

The Board is requested to take note of the same.

Agenda No. 11:

To consider & approve the Audited Financial Results for the quarter and financial year ended March 31, 2025, along with draft Statutory Auditor's 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 Audited Financial Results for the quarter and financial year ended March 31, 2025, are required to be approved by the Board once the same are reviewed, approved, and recommended by the Audit Committee.

Accordingly, the Audited Financial Results for the quarter and financial year ended March 31, 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 Audited Financial Results of the Company along with draft Auditor's Report of the statutory auditor for the quarter and financial year ended March 31, 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 Audited Financial Results.

RESOLVED FURTHER THAT the 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."

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."



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Agenda No. 12:

To consider and take note of certificate given by the Chief Financial Officer ("CFO") of the Company pursuant to Regulation 33(2) and 17(8) of the Securities Exchange and Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015:

The Board is hereby informed that the Compliance Certificate duly signed by Mrs. Laveena Pokharna; CFO of the Company pursuant to Regulation 33(2) and 17(8) 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. 13:

To consider, examine and approve the Audited Financial Statements of the Company for the year ended March 31, 2025:

The Audited Annual Financial Statements for the financial year ended March 31, 2025, including Balance Sheet and the Profit and Loss account & Cash Flow Statement for the year ended as on that date and the schedules forming part of the accounts and notes on accounts are required to be approved by the Board after the same are reviewed and recommended by the Audit Committee.

Accordingly, the Audited Annual Financial Statements for the financial year ended March 31, 2025, will be placed before the Board of Directors at the meeting.

The Board of Directors of the Company is requested to consider the same and pass the following resolution with or without modifications(s):

"RESOLVED THAT pursuant to the provisions of the Section 129, 134 read with Section 179 read with the relevant rules framed thereunder for the time being in force on (including the amendments, re-enactments, or modifications thereto from time to time) and recommendation of Audit Committee, Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2025 including the Balance Sheet and the Profit and Loss account & Cash Flow Statement for the year ended on that date along with the schedules forming part of the accounts and notes on accounts, be and are hereby approved by the Board of Directors.

RESOLVED FURTHER THAT Chairperson of the Company or any two of the Directors of the Company including Managing Director; Chief Executive Officer; the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorized to sign the Audited Standalone and Consolidated Financial Statements of the Company and submit the duly signed Financial Statements to the Statutory Auditors for their Report thereon.



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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 to give effect this resolution include issue of certified true copy of the resolution as may be required from time to time.”

Agenda No. 14:

To consider and take on record the Statutory Auditor’s Report for the financial year 2024-2025:

The Statutory Auditor’s report for the financial year 2024-2025 given by M/s V R S K & Co. LLP; Chartered Accountants; Statutory Auditor of the Company as recommended by the audit committee will be placed to the Board of Directors for their deliberation, consideration and noting.

The Board is requested to take note of the same.

Agenda No. 15:

Take note of Internal Audit Report provided by M/s. Valawat & Associates; Chartered Accountant for the financial year 2024-2025:

The Internal Audit Report as given by M/s. Valawat & Associates; Chartered Accountants and as recommended by the Audit Committee will be placed to the Board for their review and noting.

The Board is requested to take note of the same.

Agenda No. 16:

To consider and approve the appointment of M/s. Valawat & Associates Chartered Accountants as Internal Auditor of the Company for the financial year 2025-2026:

On the recommendation of the Audit Committee of the Company, it is proposed before the Board to appoint M/s. Valawat & Associates, Chartered Accountants, as Internal Auditors of the Company for the financial year 2025-2026.

Draft Engagement letter received from M/s. Valawat & Associates, Chartered Accountants, will be presented to the Board at the meeting for their consideration and noting purpose.

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

“RESOLVED THAT pursuant to the provisions of Section 138 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and as recommended by the Audit Committee, the consent of the Board be and is hereby accorded for the appointment of M/s. Valawat & Associates, Chartered Accountants (bearing FRN: 003623C) as an Internal Auditor to carry out the



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Internal Audit of the Company for the financial year 2025-2026, on such terms and conditions including the audit fees as may be decided by the Board.

RESOLVED FURTHER THAT the draft engagement letter as placed before the Board specifying the scope, function, methodology, Audit Plan, and remuneration etc. for conducting the exercise as formulated in consultation with the Audit Committee be and is hereby taken on record by the Board.

RESOLVED FURTHER THAT Board of Directors of the Company are and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper, or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

Agenda No. 17:

- a. **To consider the eligibility criteria M/s. Ronak Jhuthawat & Co, Peer reviewed Practicing Company Secretaries, as a Secretarial Auditor of the Company, for a period of 5 financial years commencing from F.Y. 2025-2026 till F.Y. 2029-2030, for conducting the Secretarial Audit of Company.**

The Board of directors are hereby informed that pursuant to the provisions of Section 204 of the Companies Act, 2013, and other applicable provisions, if any, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior to the appointment of the Secretarial Auditor, the written consent and a certificate confirming eligibility under the applicable laws must be obtained from the proposed auditor.

Accordingly, based on the recommendation of the Audit Committee and upon evaluation of the eligibility criteria in accordance with the Companies Act, 2013, it is proposed to appointment of M/s. Ronak Jhuthawat & Co, a peer-reviewed firm of Practicing Company Secretaries, as the Secretarial Auditor of the Company for a period of five consecutive financial years commencing from FY 2025-2026, subject to the receipt of their written consent and eligibility certificate confirming compliance with the applicable provisions.

In this regard, the written consent and eligibility confirmation received from M/s. Ronak Jhuthawat & Co will be placed before the board for their noting.

- b. **To consider, approve and recommend to the shareholders, the appointment of M/s. Ronak Jhuthawat & Co, Peer reviewed Practicing Company Secretaries, as a Secretarial Auditor of the Company, for a period of 5 financial years commencing from F.Y. 2025-2026 till F.Y. 2029-2030, for conducting the Secretarial Audit of Company.**

The Board of Directors are hereby informed that pursuant to the provisions of section 204 of the Companies Act, 2013 and other applicable provisions, if any and read with Regulation 24A of the SEBI (LODR) Regulation, 2015, it is proposed to reappoint M/S. Ronak Jhuthawat & Co, peer reviewed Practicing Company Secretaries, as a Secretarial Auditor of the company, for a period of 5 financial years commencing from F.Y. 2025-2026 till F.Y. 2029-2030



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The Board is requested to recommend the same to the Shareholders by passing the following resolution with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof for the time being in force), and based on the recommendation of the Audit Committee, the Board of Directors of the Company hereby approves the appointment of M/s. Ronak Jhuthawat & Co, peer-reviewed Practicing Company Secretaries, as the Secretarial Auditor of the Company for a period of five (5) financial years, commencing from the financial year 2025–2026 and ending with the financial year 2029–2030, to conduct the Secretarial Audit of the Company as required under the applicable laws.

RESOLVED FURTHER THAT the remuneration payable to M/s. Ronak Jhuthawat & Co. shall be such amount, plus applicable taxes and out-of-pocket expenses, as may be determined and recommended by the Audit Committee and mutually agreed between the Board of Directors and the said Secretarial Auditors.

RESOLVED FURTHER THAT the appointment shall be subject to the approval of the shareholders at the ensuing Annual General Meeting.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and other statutory authorities, as may be required.”

Agenda No. 18:

To consider and take note of the Compliances under Section 205 of the Companies Act, 2013, for the quarter and financial year ended March 31, 2025:

The Board is hereby informed that pursuant to Section 205(1)(a) of the Companies Act, 2013, the whole time Company Secretary of the Company is required to report to the Board about compliance with the provisions of this Act, rules made thereunder and other laws applicable to the Company.

In view of the above, a synopsis of the same is being prepared by the management appraising the status of compliance of applicable laws and status of pending litigations by and against the Company. The Board is requested to take note of the same.



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Agenda No. 19:

To waive the rights of the Director/s to receive a certified Copy of the Minutes of the meeting:

The Board is hereby informed that as per SS-1 within fifteen days of signing the minutes a copy of the signed Minutes, certified by the Company Secretary / any Director shall be circulated to all the Directors except to those Directors who have waived their right to receive the same either in writing or such waiver is recorded in the Minutes.

In view of the above, it is proposed before the Board to waive their right to receive certified copy of the signed minutes as prescribed by SS-1 by passing the resolution in this respect owing to operation convenience.

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

RESOLVED THAT, pursuant to the provisions of Secretarial Standards-1 on meetings of the Board of Directors issued by the Institute of Company Secretaries of India (ICSI) and other applicable provisions of the Companies Act, 2013 and rules made thereunder; the consent of the Board of Directors be and is hereby accorded to waive their rights to receive the certified copy of signed minutes of all the meetings of the Board and its committee.

Agenda No. 20:

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.