

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **06th ANNUAL GENERAL MEETING** of members of "SAGAR DIAMONDS LIMITED " will be held on **Thursday, the 30th Day of September, 2021** at **11.30 a.m.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint a director in place of Mr. Vaibhav Dipak Shah (DIN: 03302936), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.

SPECIAL BUSINESS

3. To Consider Appointment of Statutory Auditor to fill casual vacancy and to fix their remuneration.

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

"RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/S. G B & Co., Chartered Accountants (Firm Registration No. 139110W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/S. C.P. Jaria & Co., Chartered Accountants (Firm Registration No. 104058W).

RESOLVED FURTHER THAT M/S. G B & Co., Chartered Accountants (Firm Registration No. 139110W), be and are hereby appointed as Statutory Auditors of the Company to hold the office from August 30,2021, until the conclusion of the 06th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

4. To Consider Appointment of Statutory Auditor for period of five years and to fix their remuneration.

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

"RESOLVED THAT subject to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, M/S. G B & Co., Chartered Accountants (Firm Registration No. 139110W), be and are hereby appointed as the Statutory Auditor of the Company for a period of 5 (five) consecutive years (Financial year 2021-2022 to Financial Year 2025-2026) commencing from the conclusion of this 06 Annual General Meeting till the conclusion of 11th Annual General Meeting of the Company to be held in the year 2026 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the board of directors of the company be and are hereby severally authorized to do all such act, deeds and things to give effect to this resolution."

5. To consider appointment of Mr. Saurin Rasiklal Shah (DIN: 05329991) as Non-Executive Non-Independent Director.

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

"RESOLVED THAT Mr. Saurin Rasiklal Shah (DIN: 05329991) who was appointed as an Additional Director of the Company by the Board of Directors with effect from December 11, 2020, in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from a member, as per the provisions of Section 160 of the Companies Act, 2013, proposing Mr. Mr. Saurin Rasiklal Shah, as a candidate for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company and whose office shall be liable to retire by rotation."

6. To increase overall managerial remuneration of the Company.

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

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of the Company made in its respective meetings held on June 30, 2021, approval of the Members of the Company be and is hereby accorded to increase the overall limit of managerial remuneration payable by the company in respect of any financial Year from 11% (eleven percent) to 25% (twenty-five Percent) of the net profits of the Company computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

7. To approve the increase in the managerial remuneration of Mr. Vaibhav Dipak Shah (DIN: 03302936), the Managing Director of the Company.

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

"RESOLVED THAT in accordance with the provisions of Section 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, consent of the members of the company be and is hereby accorded for payment of managerial remuneration to Mr. Vaibhav Dipak Shah, Managing Director of the company from 01st April, 2020 till remainder of duration of his tenure in such manner as may be mutually agreed in excess of 5% (five percent) of net profit computed under Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

8. To approve increase in remuneration to Non-executive Directors.

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

"RESOLVED THAT Pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules made thereunder (including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee, approval of the members of the Company, be and is hereby accorded for payment of remuneration by way of commission or otherwise, excluding the fees payable to them for attending the meeting of the Board or Committee(s) thereof, to Non executive directors of the Company, who are not managing or whole-time directors, in excess of 3% (three percent) of the net profits of the Company, computed in accordance with the Section 198 of the Act and that the total managerial remuneration payable to all the directors of the Company in any financial year not exceeding the limits prescribed from time to time and within limit as approved by members under Section 197 and other applicable provisions of the Act and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

9. Re-appointment of Mr. Vaibhav Dipak Shah (DIN: 03302936), as Managing Director of the Company w.e.f. July 08, 2022.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for the re-appointment of **Mr. Vaibhav Dipak Shah (DIN: 03302936)**, as Managing Director of the Company for a period of 5 (five) consecutive years as per the following terms:

- a) **Term of Appointment:** With effect from July 08, 2022 till July 07, 2027.
- b) **Basic Salary** : Rs. 12,00,000 (Rupees Twelve lakhs) per month with such increments as the board may decide from time to time.
- c) **Commission** : Performance based commission shall be payable to Mr. Vaibhav Shah, Managing Director of the Company depending upon the availability of the Net Profit and that the said performance based commission may be paid to him on monthly/quarterly/yearly basis provided however that the overall managerial remuneration including performance based commission paid to him during any financial year i.e. period 01st April, 2022 to 31st March, 2027 shall not exceeds 25% of the Net Profit computed under Section 198 of the Companies Act, 2013 and that the net profit of the company shall be computed based upon the Audited annual financial Statements for that financial year.
- d) **Perquisites/ Benefits/Facilities and Amenities:** Mr. Vaibhav Dipak Shah shall continue to be eligible for perquisites (evaluated as per Income tax rules wherever applicable and otherwise at actual cost to the Company) such as the benefit of the Company's furnished accommodation, gas, electricity, water and furnishings, club fees, group insurance, use of car and telephone at residence or

reimbursement of expenses in lieu thereof; medical reimbursement, leave travel concession, education benefits, provident fund and gratuity, in accordance with the scheme(s) and rule(s) applicable from time to time and in accordance with Company Policies.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to alter, vary and modify the aforesaid managerial remuneration for the period state above including salary perquisites and commission payable to Mr. Vaibhav Dipak Shah in such manner as may be agreed to between the Board and Mr. Vaibhav Dipak Shah within maximum limit of 25% of the net profits of the company computed under section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT wherein any financial year the company has no profits or its profits are inadequate the managerial remuneration consisting of salary, perquisites, amenities and performance based commission shall be payable to Mr. Vaibhav Dipak Shah, Managing Director of the company in accordance with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and subject to approval of Central Government, wherever required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution."

10. Approval of payment of professional fees to Mr. Saurin Rasiklal Shah (DIN: 05329991), Non-Executive Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Regulation 17(6) and other applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, the consent of the Members of the Company be and is hereby accorded for payment of fees, for availing professional services, to Mr. Saurin Rasiklal Shah (DIN: 05329991), Non-Executive Director of the Company, over and above the remuneration and the sitting fees to which he is entitled as a Director, from the financial year 2020-21 onwards till the time he acts as a Director of the Company.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to determine the payment of such fees or any other form of compensation, if any, to Mr. Saurin Rasiklal Shah, Non-Executive Director on such terms and conditions as mutually agreed."

11. To Increase Borrowing Powers of the Board Under Section 180 (1)(c) Of The Companies Act, 2013.

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, the consent of the members of the Company be and is hereby accorded to the Board of Directors to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate /person/ entity/entities and/or authority/authorities, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding a sum of Rs. 200 crores

(Rupees Two Hundred Crores only) notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

12. To approve the power to create charge on the assets of the company to secure borrowings under section 180(1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of all the earlier resolutions passed in this regard and subject to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof, consent of the members of the company be and is hereby accorded, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed a sum of Rs. 200 crores (Rupees Two Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

13. Investments, Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or amendments thereto or re-enactments thereof) and in terms of Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers

including the powers conferred by the Resolution) to give any loan(s) to any other body corporate or person and/or give any guarantee(s) or provide any security(ies) in connection with any loan(s) to any other body corporate or person and/ or to make any investments or acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, whether in India or outside India, as may be considered appropriate, beneficial and in the interest of the Company, provided that the aggregate of the loans and investments so far made in and the amount or which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 crores (Rupees One Hundred Crore Only), over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves & securities premium account, whichever is more as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

14. Approval of Scheme of Loan to Managing Director and Whole-time Directors

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

"RESOLVED THAT in accordance with the provisions of section 185(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), change or re-enactment hereof, for the lime being in force), approval of the members of the Company be and is hereby accorded to approve a Scheme of loan for its Managing and Whole-time Directors of the Company and the scheme of loan is hereunder:

- a) Purpose: Purchase/Construction of flat/house/Purchase of Vehicle/Furniture& fixtures/personal need.
- b) Amount of Loan: Maximum 60 times of monthly gross pay or the actual cost or the amount requested, whichever is less.
- c) Rate of Interest : At BPLR or above as decided by board of Directors time to time.
- d) Recovery: In not more than 144 monthly Installments.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be is hereby authorized to ratify any loans given earlier and to finalize, sanction and disburse the loans to Managing and Whole-time Directors, and also to delegate all or any of the above powers to any one Director of the Company and generally do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

**By order of the Board
For Sagar Diamonds Limited
Sd/-
Pooja Jain
(Company Secretary)**

Date: August 30, 2021
Place: Surat

NOTES:-

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 (referred to as "SEBI Circular") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. The Deemed Venue of the 06th AGM of the Company shall be its Registered Office.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporate are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business at Item No. 3 to 14 of the above Notice is annexed hereto.
5. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and remote e-voting and e-voting facility during AGM.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/JPEG Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at cs.jkpa@gmail.com and copy marked to evoting@nsdl.co.in and cs@sagardiamonds.com.
8. The Register of Members and share Transfer Book shall remain closed from **FRIDAY, 24TH SEPTEMBER, 2021 TO THURSDAY, 30TH SEPTEMBER, 2021 (BOTH DAYS INCLUSIVE)** for purpose of 06th Annual General Meeting of the company.
9. Brief profile and other relevant information about Directors seeking appointment / re-appointment, in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are attached to this Notice forming part of the Annual Report.
10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting and e-voting at this Annual General Meeting. A person who is not a Member as on the cut-off date should treat this Notice as for information purpose only.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT, USER ID & PASSWORD AND REGISTRATION OF E-MAIL ID FOR E-VOTING:

12. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.sagardiamonds.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
13. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to cs@sagardiamonds.com or jibu@bigshareonline.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode. Alternatively members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting.
14. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

15. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
16. For convenience of the Members and proper conduct of AGM, Members can login and join at least 15 minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC/OAVM will be made available for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

17. Members who need assistance before or during the AGM with use of technology can send a request at evoting@nsdl.co.in or use Toll free no.: 1800 1020 990 /1800 22 44 30.
18. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
19. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

20. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@sagardiamonds.com from Thursday 23rd September, 2021 (9:00 A.M.) to Saturday, 25th September, 2021 (5:00 P.M). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting.

Members may send their questions in advance mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@sagardiamonds.com during aforesaid period. The same will be replied by the Company suitably.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATING TO LOGIN THROUGH DEPOSITORIES i.e. NSDL AND CDSL**21. Contact Details**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

VOTING THROUGH ELECTRONIC MEANS

22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by NSDL on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.

23. The Board of Directors have appointed M/s. JKPA & Associates, Practicing Company Secretaries, Surat as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
24. The Members who have cast their vote by remote E-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
25. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Thursday, 23rd September, 2021.
26. Any person who becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 23rd September, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 or may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
27. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
28. In case of any queries relating to E-voting you may refer to the FAQs for Shareholders and E-voting user manual for Shareholders available at the download section of [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in In case of any grievances connected with facility for E-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Email: evoting@nsdl.co.in , Tel: 1800-1020-990/ 1800-224-430

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

29. **The remote e-voting period begins on Sunday, 26th September, 2021 at 09:00 A.M. and ends on Wednesday, 29th September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2021, may cast their vote electronically .**
30. The details of the process and manner for remote E-voting using NSDL e-Voting system are explained herein below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

OTHER INSTRUCTIONS:

31. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
32. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at www.sagardiamonds.com and on the website of NSDL at www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 RELATING TO SPECIAL BUSINESS MENTIONED IN THE NOTICE CONVENING 06TH ANNUAL GENERAL MEETING:**Item No. 3**

The Members of the Company at its 03rd Annual General Meeting held on 29th September, 2018 had appointed M/s. C. P. Jaria & Co, Chartered Accountants, Surat (FRN No. 104058W) as the Statutory Auditors of the Company to hold office conclusion of the 03rd Annual General Meeting of the Company till the conclusion of the 08th Annual General Meeting of the Company.

M/s. C. P. Jaria & Co, Chartered Accountants vide their letter dated 20th August, 2021 have resigned from the office of Statutory Auditor of the Company, resulting into a casual vacancy in the office of Statutory Auditor of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on August 30,2021, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of *the* Companies Act, 2013, has appointed M/s. G B & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 139110W), to hold office as the Statutory Auditor of the Company till the conclusion of ensuing Annual General Meeting and to fill the casual vacancy caused by the resignation of M/s. C. P. Jaria & Co, Chartered Accountants, subject to the approval by the members at the ensuing 06th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/S. G B & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 139110W), to act as Statutory Auditor of the Company in place of M/s. C.P. Jaria & Co, Chartered Accountant, along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

Item No. 4

The Board of Directors at its meeting held on August 30, 2021, as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s. G B & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 139110W), as Statutory Auditor of the Company to hold office for a period of five consecutive years (Financial Year 2021-2022 to Financial Year 2025-2026), commencing from the conclusion of the 06th Annual General Meeting, till the conclusion of the 11th Annual General Meeting of the Company to be held in the year 2026 at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Director of the Company.

The Company has received consent letter and eligibility certificate from M/s. G B & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 139110W) to act as Statutory Auditor of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No. 5

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, pursuant to the provisions of Section 161 of the Act and Articles of Association of the Company, appointed Mr. Saurin Rasiklal Shah (DIN: 05329991), as an Additional Director to hold office effective from December 11, 2020. As per the provisions of Section 161 of the Act, Mr. Saurin Rasiklal Shah, will hold office up to the date of the ensuing Annual General Meeting.

In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Saurin Rasiklal Shah as Non-Executive Director of the Company, liable to retire by rotation under Section 152 of the Act. The Companies Amendment Act, 2017 exempted the requirement of deposit amount of Rs.1,00,000/- if the appointment of a Director is recommended by Nomination and Remuneration Committee.

The Company has received consent in writing from Mr. Saurin Rasiklal Shah to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification) Rules, 2014, amended from time to time to the effect that he is not disqualified under Section 164(2) of the Act.

Except Mr. Saurin Rasiklal Shah and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, except the extent of their shareholding in the aforesaid Ordinary Resolution.

Accordingly, the Board recommends the Ordinary Resolution set out at item no. 5 of the accompanying Notice for approval of members.

Item No. 6

As per Section 197 of the Companies Act, 2013 read with Companies (Amendment) Act, 2017, which came into effective on September 12, 2018, the total managerial remuneration payable by a Company to its Directors, including Managing Director and Whole-time Director and its Manager in any Financial Year may exceed 11% (eleven per cent) of the net profits of the company calculated as per the section 198 of the Companies Act, 2013 provided that the same has been approved by the shareholders of the company by way of Special Resolution. The requirement of Central Government approval required has been done away with.

Pursuant to the recommendation of Nomination and Remuneration Committee, the board of directors of the company in its meeting held on June 30, 2021 recommended to increase in overall limit of managerial remuneration payable by the company in respect of any financial year from 11% (eleven percent) to 25% (twenty-five Percent) of the net profit of the company computed in the manner laid down in Section 198 of the Companies Act, 2013.

Except Mr. Vaibhav Dipak Shah, Managing Director, none of other directors or Key Managerial personnel of the company including their relatives is concerned or interested, financially or otherwise, except the extent of their shareholding in the aforesaid Special Resolution.

Accordingly, the Board recommends the Special Resolution set out at item no. 6 of the accompanying Notice for approval of members.

Item No. 7

Mr. Vaibhav Dipak Shah was appointed as a Managing Director of the company for a period of 5 years effective from July 08, 2017. considering the overall growth of the company under dynamic leadership of Vaibhav Dipak Shah as Managing Director and recommendation of Nomination and Remuneration Committee, the Board of Directors of the company in its meeting held on June 30, 2021 has approved increase in payment of managerial remuneration to Mr. Vaibhav Dipak Shah, Managing Director of the company from 01st April, 2020 till remainder of duration of his tenure in such manner as may be mutually agreed in excess of 5% (five percent) of net profit computed under Section 198 of the Companies Act, 2013, as long as the remuneration does not exceed 25% of the net profits of the Company as duly being approved by members in item no. 6 of 06th AGM Notice.

Except Mr. Vaibhav Dipak Shah, Managing Director, none of other directors or Key Managerial personnel of the company including their relatives is concerned or interested, financially or otherwise, except the extent of their shareholding in the aforesaid Special Resolution.

Accordingly, the Board recommends the Special Resolution set out at item no. 7 of the accompanying Notice for approval of members.

Item No. 8

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company in its meeting held on June 30, 2021 has approved increase in payment of remuneration by way of commission or otherwise, excluding the fees payable to them for attending the meeting of the Board or Committee(s) thereof, to Non executive directors of the Company, who are not managing or whole-time directors, in excess of 3% (three percent) of the net profits of the Company, computed in accordance with the Section 198 of the Act and that the total managerial remuneration payable to all the directors of the Company in any financial year not exceeding 25 % of the net profit of the company as duly being approved by members in item no. 6 of the 06th AGM Notice.

Except non-executive director, none of other directors or Key Managerial personnel of the company including their relatives is concerned or interested, financially or otherwise, except the extent of their shareholding in the aforesaid Special Resolution.

Accordingly, the Board recommends the Special Resolution set out at item no. 8 of the accompanying Notice for approval of members.

Item No.9

Mr. Vaibhav Shah was appointed as Managing Director of the company for period of five years effective from July 08, 2017 and his present term of office expires on July 07, 2022.

As per Section 196 of the Companies Act, 2013 a person shall not be appointed as Managing Director of the Company for a term exceeding five years at a time and shall not be re-appointed earlier than one year before the expiry of his term.

The Board of Directors of the company in their meeting held on August 30, 2021, upon recommendation made by Nomination and Remuneration Committee of the Company, has approved the appointment of Mr. Vaibhav Dipak Shah as Managing Director of the Company for further term of 5 years i.e. from July 08, 2022 till July 07, 2027 upon the terms and conditions including remuneration as set out in item no. 9 of the accompanying notice, subject to the approval of the shareholders of the company by way of Special Resolution.

Except Mr. Vaibhav Shah, Managing Director, none of other directors or Key Managerial personnel of the company including their relatives is concerned or interested, financially or otherwise, except the extent of their shareholding in the aforesaid Special Resolution.

Accordingly, the Board recommends the Special Resolution set out at item no. 9 of the accompanying Notice for approval of members.

Item No. 10

The approval of members is sought pursuant to Regulation 17(6) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for payment of professional fees to Mr. Saurin Rasiklal Shah from the Financial Year 2019-20 onwards on such terms and conditions as may be determined by the Board from time to time till the time he acts as a Director of the Company.

Except Mr. Saurin Shah, none of other directors or Key Managerial personnel of the company including their relatives is concerned or interested, financially or otherwise, except the extent of their shareholding in the aforesaid an Ordinary Resolution.

Accordingly, the Board recommends an Ordinary Resolution set out at item no. 10 of the accompanying Notice for approval of members.

Item No. 11 & 12

Keeping in view existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits of the Company to Rs. 200 Crores.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a general meeting.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Further, Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, subject to the approval of members in the General Meeting.

Hence, the Special Resolution at Item No.11 & 12 of the Notice is being proposed, since the same exceeds the limits provided under Section 180(1)(a) & 180(1)(c) of the Act. Accordingly, the Board recommends the Special Resolution as set out at Item No. 11 & 12 of the accompanying Notice for approval of members.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

Item No. 13

Pursuant to Section 186 (2) of the Companies Act, 2013 read with Rule 11 & 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 any loan to any person or other body corporate; give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, shall be approved in the General Meeting by way of Special Resolution.

Hence, Keeping in view Business and Investment purpose of the company, company may give loan and guarantee to any person and make investment by acquiring securities by way of purchase or subscription or otherwise from time to time. so it is proposed to increase the limit of give any loan or guarantee or providing security to body corporate or any other person and to invest fund upto Rs. 100 crores (Rupees One hundred Crores only) and recommend passing of this resolution by way of a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the aforesaid Special Resolution.

Accordingly, the Board recommends the Special Resolution set out at item no. 13 of the accompanying Notice for approval of members.

Item No. 14

In term of section 185 of the Companies act,2013, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt, to any of its directors or to any other person in whom the director is interested. Board after considering the association and efforts of Managing director and Whole Time Director(s) towards the Company, the board propose to introduce the scheme for giving loan to a Managing Director or Whole-time Director of the company.

The Board of Directors of the Company in their meeting has approved Scheme of giving loan to a Managing Director or Whole-time Director of the company. The Sanction of loan will be at the sole discretion of the Management. The policy is subject to review by the management from time to time.

In terms of Section 185 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of above scheme.

Except Mr. Vaibhav Dipak Shah, Managing Director, none of other directors or Key Managerial personnel of the company including their relatives is concerned or interested, financially or otherwise, except the extent of their shareholding in the aforesaid Special Resolution.

Accordingly, the Board recommends the Special Resolution set out at item no. 14 of the accompanying Notice for approval of members.

**By order of the Board
For Sagar Diamonds Limited
Sd/-
Pooja Jain
(Company Secretary)**

Date: August 30, 2021
Place: Surat

Annexure-A

Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on “General Meeting”:

Name of Director	Mr. Vaibhav Dipak Shah	Mr. Saurin Rasiklal Shah
DIN	03302936	05329991
Designation	Managing Director & CFO	Additional Director Non-executive
Date of Birth	14/04/1986	08/01/1973
Nationality	Indian	Indian
Date of First/Original Appointment on Board	15/07/2015	11/12/2020
Expertise in Specific General Functional Area	Ten Years of experience In field of manufacturing and trading of Diamond, gold, precious stones Jewellery.	Ten years of experience in the field of Diamonds, Gems and Jewellery.
Qualification	Bachelor in Commerce and is a GIA Diamond graduate.	Master of Arts and bachelor of laws in Criminal Law.
Terms and Conditions of appointment/reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Re-appointment on retiring by rotation. Re-appointment as Managing Director for further period of five years. The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice. Drawn Rs. 84 lakhs as remuneration in the Financial Year 2020-21.	Non-Executive Director, liable to retire by rotation. The details of remuneration sought to be paid is given in the explanatory statement annexed to this Notice. Given Rs. 20 Lakh as Professional Fees in the financial Year 2020-21.
No. of Board Meetings attended during the year	Eight	Three
Directorship held in listed Companies	1. Sagar Diamonds Limited	1. Sagar Diamonds Limited
Directorship held in other Companies/LLP	1. SG Diamonds LLP 2. Shilp Iconic LLP 3. Sagarempire Agro Private Limited 4. Sagarempire Jewels Private Limited 5. Sagarempire Green Energy Private Limited 6. Sagarglobal Empire Private Limited 7. Sagarempire Aerospace Private Limited 8. Saur In Autosol Energy Private Limited 9. Sagarempire Bullions Private Limited	1. Shreeja Petroleum LLP 2. Shukan Gems And Jewellery Private Limited 3. Mother Pinex Private Limited 4. Sagarempire Aerospace Private Limited 5. Thirty Seven Jain Welfare Foundation 6. Springup Watertech Private Limited 7. Chintamani Enviro Care Private Limited 8. Nakoda Oil Field Services Private Limited 9. Raghav Port Infra Management Private Limited 10. Saur In Autosol Energy Private Limited
Membership/ Chairmanship of Committees of other Public Companies	-	-
Shareholding in the Company	62,27,860 as on 31/03/2021	-
Relationship between Director/KMP inter-se	Brother-in-law of Mr. Rahil Hiteshbhai Chovatia (Director)	Not related to any director/KMP