

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **09th ANNUAL GENERAL MEETING** of members of "SAGAR DIAMONDS LIMITED " will be held on **Monday, the 30th Day of September, 2024** at **11.30 a.m.** 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, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

- 2.** To re-appoint Mr. Samir Gaonkar (DIN: 03100710), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

To pass the following Resolution as an Ordinary Resolution:

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

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Manish K Ramawati And Company & Co., Chartered Accountants, Ranchi (ICAI Firm Registration No. 0135914W), be and are hereby appointed as Auditors of the Company for a first term of five consecutive years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 13th Annual General Meeting of the Company, at such remuneration plus out-of-pocket expenses and applicable taxes, as may be fixed by the Board of Directors of the Company, on the recommendation of the Audit Committee of the Board, from time to time.”

By order of the Board For Sagar Diamonds Limited Sd/-

Vaibhav Shah (Managing Director)

Director (03302936)

Date: 01st September, 2024

Place: Surat

NOTES:-

1. 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 csmanjulapoddar@gmail.com and cs@sagardiamonds.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also send their Board Resolution / Power of Attorney / Authority Letter etc.
2. The Register of Members and share Transfer Book shall remain closed from **FRIDAY, 20TH SEPTEMBER, 2024 TO MONDAY, 30TH SEPTEMBER, 2024 (BOTH DAYS INCLUSIVE)** for purpose of 09th Annual General Meeting of the company.
3. 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
4. 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.
5. 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 i.e. **23rd September, 2024** only shall be entitled to avail the facility to attend 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:

6. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 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 of Annual General Meeting and Annual Report 2023-24 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

7. 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. joining virtual meeting for Individual shareholders holding securities in demat mode.

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

8. 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 **Friday 27th September, 2024 (9:00 A.M.) to Sunday, 29th September, 2024 (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.

OTHER INSTRUCTIONS:

1. 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 ballot voting and make within four 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.
2. 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.

**By order of the Board
For Sagar Diamonds Limited**

**Vaibhav Shah (Managing Director)
Director (03302936)**

Date: 01st September, 2024

Annexure-1

_Name of Director	VAIBHAV DIPAK SHAH	SAMIR GAONKAR	TANUJA DURVESH PARAB	MONICA MAHESH SONI	FATIMA FAKRUDDIN SHAIKH
DIN	03302936	03100710	10183217	10183218	10183232
Designation	Managing Director	Director Non-executive	Independent Director	Independent Director	Independent Director
Date of Birth	14/04/1986	29/06/1972	28/08/1990	20/10/1987	31/03/1992
Nationality	Indian	Indian	Indian	Indian	Indian
Date of First/Original Appointment on Board	15/07/2015	10/01/2023	25/05/2023	25/05/2023	25/05/2023
Expertise in Specific General Functional Area	More than 15 years of experience In field of manufacturing and trading of Diamond, gold, precious stones Jewellery.	More than 30 years of experience in Chemical Industry	More than 10 years of experience in Statutory Audit, Tax Audit, Tax Compliance, ROC & Secretarial Work	More than 15 years of experience in Project Management of Food Beverages, Hospitality, Retail, Commercial, Interior Design.	More than 5 years of experience in Client Management and Sales and marketing of product
Qualification	Bachelor in Commerce and is a GIA Diamond graduate.	Graduate	Bachelor of Commerce Master of Commerce Govt. Diploma in Cooperation & Accountancy	Bachelor of Commerce Diploma in Interior Design	Graduate from Mumbai University
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 Drawn Rs. 208 lakhs as remuneration in F.Y 2022-23.	Non-Executive Director, liable to retire by rotation.	Appointment for term of 5 years as an Independent Director	Appointment for term of 5 years as an Independent Director	Appointment for term of 5 years as an Independent Director
No. of Board Meetings attended during the year	Seven (7)	Seven (7)	Seven (7)	Seven (7)	Seven (7)
Directorship held in listed Companies	Sagar Diamonds Ltd.	Sagar Diamonds Ltd.	Sagar Diamonds Ltd.	Sagar Diamonds Ltd.	Sagar Diamonds Ltd.

Directorship held in other Companies/LLP	1. Sagarsavya Wellbeing Foundation 2. Sagarglobal Empire Pvt. Ltd. 3. Sagarempire Infraventures Pvt. Ltd. 4. Sagarempire Green energy Pvt. Ltd. 5. Sagarempire Aerospace Pvt. Ltd. 6. Sagarempire Agro Pvt. Ltd. 7. Sagarempire Jewels Pvt. Ltd. 8. Sagarempire Bullions Pvt. Ltd. 9. Sagarempire Homes Pvt. Ltd. 10. SG Diamonds LLP 11. Shilp Iconic LLP Jewels Pvt. Ltd.	Sungreat Heights Structures Pvt. Ltd. Mimansa Jewellery Pvt. Ltd. Sagarempire Jewels Pvt. Ltd.	--	--	--
Membership/ Chairmanship of Committees of other Public Companies	--	--	--	--	--
Shareholding in the Company	62,27,860 Equity Share	--	--	--	--
Relationship between Director/KMP inter-se	Not related to any Director/KMP	Not related to any Director/KMP	Not related to any Director/KMP	Not related to any Director/KMP	Not related to any Director/KMP