

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the **10th ANNUAL GENERAL MEETING** of members of "SAGAR DIAMONDS LIMITED " will be held on **Tuesday, the 30th Day of September, 2025 at 11.30 a.m.** to transact the following business:-

### *ORDINARY BUSINESS*

- 1.** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
- 2.** To re-appoint 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:**

**To pass the following Resolution as an Ordinary Resolution:**

- 3.** To appoint Mr. Samson Charles William as a Director on the Board of the Company

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Meeting of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Board of Directors (“Board”) of the Company, the approval of the shareholders be and is hereby accorded to appoint Mr. Samson Charles William, additional director of the Company having DIN: 10994008 as a Non-executive Director of the Company, who has signified his consent to act as a Director of the Company, with immediate effect;

“RESOLVED FURTHER THAT the Directors of the Company, be and are hereby severally authorized and instructed to make necessary filing with the Registrar of Companies with respect to the above appointment and to do all acts, deeds and things necessary to give effect to these resolutions.”

- 4. To approve appointment of Ms. Manjula Poddar, a Peer Reviewed Company Secretary, as the Secretarial Auditor of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 143, 204 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), (including any statutory modification, amendment or enactment thereof, for the time being in force), and any other applicable laws, if any, Ms.

Manjula Poddar, a Peer Reviewed Company Secretary, (Membership Number: 9426 and Certificate of Practice Number: 11252), be and is hereby appointed as the Secretarial Auditor of the Company for the period of five consecutive years commencing from the conclusion of this 10th Annual General Meeting till the conclusion of 15th Annual General Meeting of the Company, to carry out the Secretarial Audit for a period of five consecutive financial years i.e., from FY 2025-26 to FY 2029-30 on such terms of remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable or expedient to give effect to this resolution, including but not limited to finalizing the terms and conditions of appointment and remuneration of the Secretarial Auditor and filing necessary forms with the Registrar of Companies.”

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

**S/D**

**Vaibhav Shah (Managing Director)**

**Director (03302936)**

Date: 6 September, 2025

Place: Surat

*NOTES:-*

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies in order to be effective must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
3. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
4. 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.
5. The Register of Members and share Transfer Book shall remain closed from **SUNDAY, 20<sup>TH</sup> SEPTEMBER,**

**2025 TO TUESDAY, 30<sup>TH</sup> SEPTEMBER, 2025 (BOTH DAYS INCLUSIVE)** for purpose of 10<sup>th</sup> Annual General Meeting of the company.

6. 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
7. 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.
8. 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. **23<sup>rd</sup> September, 2025** 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.
9. The relevant Statement made pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Special Business to be transacted at the Annual General Meeting, set out in the Notice, is enclosed hereto and forms part of the Notice.

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

10. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 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 2024-25 will also be available on the Company's website [www.sagardiamonds.com](http://www.sagardiamonds.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com)
11. 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](mailto:cs@sagardiamonds.com) or [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com). If you are an Individual shareholder 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:**

12. 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](mailto:cs@sagardiamonds.com) from **Saturday 27<sup>th</sup> September, 2025 (9:00 A.M.) to Monday, 29<sup>th</sup> September, 2025 (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. Registrar and Transfer Agents: The address of Registrars and Transfer Agents of the Company is as follows: M/s. Bigshare Services Private Limited. 1st Floor, Bharat Tin Works Building Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai -400 059, Maharashtra, India. Phone no.: +91-22-62638200 Extn. 212 | Fax: +91-22-62638299 Email id: [sandeep@bigshareonline.com](mailto:sandeep@bigshareonline.com)
2. Route Map showing Directions to reach to the venue of the Meeting is given at the end of this Notice
3. 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 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.
4. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.sagardiamonds.com](http://www.sagardiamonds.com). 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**

**S/D**

**Vaibhav Shah (Managing Director)**

**Director (03302936)**

Date: 6 September, 2025

Place: Surat

**Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013**

The following is the explanatory statements as required by Section 102 of the Companies Act, 2013, sets out all material facts relating to the Special Business mentioned in the accompanying notice for convening the Annual General Meeting of the members of the Company.

**Item No.3**

Mr. Samson Charles William who has been appointed as an Additional Director of the Company pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company effective from 06<sup>th</sup> August 2025 holds office up to the date of this Annual General Meeting and is eligible for appointment as a Director.

Mr. Samson Charles William is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Samson Charles William as Director, for the approval by the shareholders of the Company.

Except Mr. Samson Charles William none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.3.

#### **Item No. 4**

In accordance with Section 204 of the Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI Listing Regulations, every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Company Secretary who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on September 06, 2025, subject to the approval of the Members of the Company, approved appointment of Ms. Manjula Poddar, a Peer Reviewed Company Secretary (Membership Number:9426 and Certificate of Practice Number: 11252), as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the conclusion of 10th Annual General Meeting till the conclusion of 15th Annual General Meeting i.e. for the Financial Year 2025-26 till the end of Financial Year 2029-30.

Ms. Manjula Poddar, Practicing Company Secretary is registered with the Institute of Company Secretary of India ("ICSI") (Membership Number:9426 and Certificate of Practice Number: 11252).

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Ms. Manjula Poddar is a Practicing Company Secretary specialized in providing high quality services and resolving the complex issues relating to corporate and allied laws. Having experience of 15+ years in the field of professional services helps in providing the tailored solution according to the clients need. She has been peer reviewed by Institute of Company Secretaries of India and has immense knowledge and experience in dealing with matters relating to Company Law, Securities Law, Tax Laws, SEBI, Due Diligence, mergers and Acquisitions etc.

As required under the SEBI Listing Regulations, Ms. Manjula Poddar, Practicing Company Secretary has confirmed that he holds a valid certificate issued by the Peer Review Board of ICSI.

Ms. Manjula Poddar had consented to his appointment as the Secretarial Auditor of the Company and has confirmed that he fulfils the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and the services to be rendered by him is within the purview of the said regulation read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed remuneration to be paid to Ms. Manjula Poddar, for the financial year 2025-26 is based on recommendations of Audit Committee/board and agreed by the secretarial auditor

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of its Director or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, in the aforesaid resolution set out in Item No. 4.

The Board recommends the approval of the Members for appointment of Secretarial Auditor and passing of the Ordinary Resolution set out at Item No. 4 of this Notice.

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

**S/d**

**Vaibhav Shah (Managing Director)**

**Director (03302936)**

Date: 6 September, 2025

Place: Surat

**Annexure-1**

<b>_Name of Director</b>	<b>VAIBHAV DIPAK SHAH</b>	<b>SAMSON CHARLES WILLIAM</b>	<b>TANUJA DURVESH PARAB</b>	<b>MONICA MAHESH SONI</b>
<b>DIN</b>	03302936	10994008	10183217	10183218
<b>Designation</b>	Managing Director	Director Non executive	Independent Director	Independent Director
<b>Date of Birth</b>	14/04/1986	28/10/1966	28/08/1990	20/10/1987
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of First/Original Appointment on Board</b>	15/07/2015	06/08/2025	25/05/2023	25/05/2023
<b>Expertise in Specific General Functional Area</b>	More than 15 years of experience In field of manufacturing and trading of Diamond, gold, precious stones Jewellery.	More than 5 years of experience in Finance 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.
<b>Qualification</b>	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
<b>Terms and Conditions of appointment/reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person</b>	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
<b>No. of Board Meetings attended during the year</b>	Five (5)	NA	Five (5)	Five (5)
<b>Directorship held in listed Companies</b>	Sagar Diamonds Ltd.	Sagar Diamonds Ltd.	Sagar Diamonds Ltd.	Sagar Diamonds Ltd.

<b>Directorship held in other Companies/LLP</b>	1. Sagarsavya Wellbeing Foundation 2. Sagarglobal Empire Pvt. Ltd. 3. Sagarempire Infracventures 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.		--	--
<b>Membership/ Chairmanship of Committees of other Public Companies</b>	--	--	--	--
<b>Shareholding in the Company</b>	62,27,860 Equity Share	--	--	--
<b>Relationship between Director/KMP inter-se</b>	Not related to any Director/KMP	Not related to any Director/KMP	Not related to any Director/KMP	Not related to any Director/KMP