

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the FIFTH ANNUAL GENERAL MEETING of "SAGAR DIAMONDS LIMITED " will be held at the Registered Office at Plot no 266-B, SEZ Diamond Park, Sachin, Surat 394230 on **Wednesday, the 30th Day of September, 2020 at 12.00 noon** 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, 2020, together with the Reports of the Board of Directors and the Auditors thereon.
2. To 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.

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

Date: September 01, 2020

Place: Surat

NOTES:-

1. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors M/s. CP Jaria & Co, Chartered Accountant (FRN No. 104058W) who were appointed in the 03rd Annual General Meeting held on 29th September, 2018 for a term of five consecutive years commencing from financial year 2018-19 up to Financial Year 2022-23.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING. REVENUE STAMP SHOULD BE AFFIXED.**
3. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% 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 PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, AADHAAR card or driving license to enter the AGM hall. Members holding equity shares in electronic form and proxies thereof are requested to bring their DP Id and client id for identification.

5. Members/Proxies/Authorized Representatives are requested to bring to the AGM, the enclosed Attendance Slip sent along with the Annual Report duly completed and signed mentioning therein details of their DP ID and Client ID/Folio Number. Duplicate Attendance Slip and/or Copies of the Annual report shall not be issued/ available at the venue of the meeting.
6. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. The Register of Members and share Transfer Book shall remain closed from **THURSDAY, 24TH SEPTEMBER, 2020 TO WEDNESDAY, 30TH SEPTEMBER, 2020 (BOTH DAYS INCLUSIVE)** for purpose of 05th Annual General Meeting of the company.
8. 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.
9. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Further, in line with circular issued by the SEBI and consequent changes in the Rule 11 of the Companies (Accounts) Rules, 2014 as well as SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose. In view of the above, the Company would communicate the important and relevant information, events and send the documents including the intimations, notices, annual reports, financial statements etc. in electronic form, to the email address of the respective Member.
10. To support the “Green Initiative” and for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically, company requests those members who have not yet registered their e-mail address, to register the same along with the contact numbers directly with their DP, in case shares are held in electronic form or with the company by sending details to company or RTA.
11. Electronic copies of the Annual Report including Notice of the 05th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may request for the same to Company or RTA. For members who have not registered their email IDs, physical copies of the Annual Report are being sent in the permitted mode. The Annual Report of the Company will also be made available on the Company’s website www.sagardiamonds.com.
12. 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.
13. Route-map to the venue of the Meeting is provided at the end of this Notice.
14. With reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI(ICDR) Regulations, 2009 is exempted from e-voting provisions. Also no such provisions is available in SME Equity Listing Agreement. Company is covered

under Chapter XB as equity shares of company are listed on SME platform of BSE. Therefore, Company is not providing e-voting facility to its shareholders.

15. The facility for voting through Polling Paper shall be made available at AGM Venue and the Company has fixed 18th September,2020 as cutoff date for identifying the shareholders for determining the eligibility to vote in Annual General Meeting.
16. 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 voting at the General Meeting through poll paper. A person who is not a Member as on the cut-off date should treat this Notice as for information purpose only.
17. 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. The Scrutiniser will submit his report to the Chairman or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the Meeting of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.sagardiamonds.com.

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

September 01 , 2020, 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
DIN	03302936
Designation	Managing Director & CFO
Date of Birth	14/04/1986
Nationality	Indian
Date of First/Original Appointment on Board	15/07/2015
Expertise in Specific General Functional Area	Ten Years of experience In field of manufacturing and trading of Diamond, gold, precious stones and Jewellery.
Qualification	Bachelor in Commerce and is a GIA Diamond graduate.
Terms and Conditions of Appointment / Re-appointment	Re-appointment on retiring by rotation
Directorship held in listed Companies	1. Sagar Diamonds Limited
Directorship held in other Companies/LLP	1. Sagarempire Infraventures Private limited 2. Sagarglobal Empire Private Limited 3. SG Diamonds LLP
Membership/ Chairmanship of Committees of other Public Companies	-
No. Of Shares held in the company	62,27,860
Relationship between Director/KMP inter-se	Brother-in-law of Mr. Rahil Hiteshbhai Chovatia (Director)

ROUTE MAP TO THE VENUE OF THE 05TH ANNUAL GENERAL MEETING OF SAGAR DIAMONDS LTD TO BE HELD ON WEDNESDAY 30TH SEPTEMBER, 2020 AT 12.00 noon AT PLOT NO. 266-B, SEZ DIAMOND PARK SACHIN ,SURAT, GUJARAT

