



Date: 30th May, 2024

To,
The Department of Corporate Relations
BSE Limited
P.J. Towers,
Dalal Street, Fort
Mumbai – 400001.

Sub: Annual Secretarial Compliance Report for the financial year 2023-24

Ref: Scrip Code - SUNRAJ DIAMOND EXPORTS LIMITED - 523425

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, BSE Notice No. 20230316-14 dated March 16, 2023 and NSE Circular Ref No: NSE/CML/2023/21 dated March 16, 2023, please find enclosed the Annual Secretarial Compliance Report of the Company dated 29th May, 2024 issued by Mr. Kiran Doshi, Proprietor of M/s. Kiran Doshi & Co, Practicing Company Secretaries, for the Financial year 2023-24.

Kindly take the same into the record.

Thanking You.

Yours faithfully,

For Sunraj Diamond Exports Limited

Anshul Garg
Company Secretary/Compliance Officer

Encl: a/a

KIRAN DOSHI & CO.

Company Secretaries

G/02, Xth CENTRAL MALL, MAHAVIR NAGAR, KANDIVALI (WEST), MUMBAI – 400 067
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ANNUAL SECRETARIAL COMPLIANCE REPORT OF SUNRAJ DIAMOND EXPORTS LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024

We, Kiran Doshi & Co, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by "Sunraj Diamond Exports Limited"(CIN.: L36912MH1990PLC057803)("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March, 2024** ("Review Period") in respect of compliance with the provisions of :
 - (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (ii) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable during the Review Period**)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST**");
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable during the Review Period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - (**Not Applicable during the Review Period**)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable during the Review Period**);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not Applicable during Period under Review**)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI PIT**");

and based on the above examination, we hereby report that, during the Review Period:



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Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<u>Secretarial Standard</u> The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	None
2.	<u>Adoption and timely Updation of the Policies:</u> <ul style="list-style-type: none">• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities• All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">• The Listed entity is maintaining a functional website• Timely dissemination of the documents/ information under a separate section on the website• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes Yes NA	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	<u>To examine details related to Subsidiaries of listed entities:</u> (a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	None
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None



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7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes	None
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the listed entity/ its promoters/directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder	No	None
12.	<u>Additional non-compliances, if any:</u> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:



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Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>(i) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	The auditors of the listed entity have not resigned during the Review Period.
2	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information /</p>	NA	No event has occurred for resignation of the auditor during the Review Period.



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	<p>explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	The listed entity has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No event has occurred for resignation of the auditor during the Review Period

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks



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1.	Submission of information regarding loss of share certificate and issue of the duplicate share certificates, to the stock exchange withing 2 (Two) days of getting information	Regulation 39(3) of SEBI (LODR) Regulation 2015.	Company Failed to file XBRL and Intimation Letter under regulation 39(3) of SEBI (LODR) Regulation 2015.	NA	NA	NA	NA	The company filed XBRL under regulation 39(3) with 58 (fifty eight) days delay.	The company was in transit of shifting its registered office in due course of shifting all its computers, servers and other physical documents. Company missed the filing. Also Company had filed intimation but as the XBRL was a new requirement it skipped the same.	The company filed XBRL under regulation 39(3) with 58 (fifty eight) days delay.
2.	Submission of information regarding loss of share certificate and issue of the duplicate share certificates, to the stock exchange withing 2 (Two) days of getting information	Regulation 39(3) of SEBI (LODR) Regulation 2015.	Company Failed to file XBRL and Intimation Letter under regulation 39(3) of SEBI (LODR) Regulation 2015.	NA	NA	NA	NA	The company filed intimation letter under regulation 39(3) of SEBI (LODR) Regulation 2015 with 1 (One) Day delay and company filed	The company was in transit of shifting its registered office in due course of shifting all its computers, servers and other physical documents	The company filed intimation letter under regulation 39(3) of SEBI (LODR) Regulation 2015 with 1 (One) Day delay



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								XBRL under regulation 39(3) with 44 (Forty Four) days delay.	ts Company missed the filing. Also Company had filed intimation but as the XBRL was a new requirement it skipped the same.	company filed XBRL under regulation 39(3) with 44 (Forty Four) days delay.
3.	Submission of information regarding loss of share certificate and issue of the duplicate share certificates, to the stock exchange within 2 (Two) days of getting information	Regulation 39(3) of SEBI (LODR) Regulation 2015.	Company Failed to file XBRL and Intimation Letter under regulation 39(3) of SEBI (LODR) Regulation 2015.	NA	NA	NA	NA	The company filed intimation letter under regulation 39(3) of SEBI (LODR) Regulation 2015 with 35 (Thirty five) Days delay and company filed XBRL under regulation 39(3) with 12 (Twelve) days delay.	The company was in transit of shifting its registered office in due course of shifting all its computers, servers and other documents. Company missed the filing. Also Company had filed intimation but as the XBRL was a new requirement it	The company filed intimation letter under regulation 39(3) of SEBI (LODR) Regulation 2015 with 35 (Thirty five) Days delay and company filed XBRL under regulation 39(3) with 12 (Twelve) days delay.



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									skipped the same.	
4.	Submission of information regarding loss of share certificate and issue of the duplicate share certificates, to the stock exchange withing 2 (Two) days of getting information	Regulation 39(3) of SEBI (LODR) Regulation 2015.	Company Failed to file XBRL and Intimation Letter under regulation 39(3) of SEBI (LODR) Regulation 2015.	NA	NA	NA	NA	The company filed intimation letter under regulation 39(3) of SEBI (LODR) Regulation 2015 with 27 (Twenty seven) Days delay and company filed XBRL under regulation 39(3) with 12 (Twelve) days delay.	The company was in transit of shifting its registered office in due course of shifting all its computers, servers and other physical documents. Company missed the filing. Also Company had filed intimation but as the XBRL was a new requirement it skipped the same.	The company filed intimation letter under regulation 39(3) of SEBI (LODR) Regulation 2015 with 27 (Twenty seven) Days delay and company filed XBRL under regulation 39(3) with 12 (Twelve) days delay.



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1.	Filing of Audited Consolidated Financial Results along with the Audit Report and Statement on Impact of Audit Qualifications	Regulation 33 of SEBI (LODR)	Company failed to file the Audited Consolidated Financial Results along with the Audit Report and Statement on Impact of Audit Qualifications for Financial Year ended 31st March, 2022 within 60 days from the end of Financial Year.	Bombay Stock Exchange (BSE)	Penalty levied by BSE	Audited Consolidated Financial Results along with the Audit Report and Statement on Impact of Audit Qualifications	Rs. 3,05,000/- earlier mentioned as Rs.2,71,400/- upto 15/07/2022	Company filed the Audited Consolidated Financial Results along with the Audit Report and Statement on Impact of Audit Qualifications with delay of 61 days.	Company filed the Audited Consolidated Financial Results along with the Audit Report and Statement on Impact of Audit Qualifications for Financial Year ended 31st March, 2022 on 30th July, 2022.	Company has complied with the regulation and as per the management of the Company, penalty amount has been adjusted against the other payables by BSE to the Company, however Company is yet to receive conclusive email on the same from BSE..
2.	Intimation of Change in Directors, Key Managerial Personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), Auditor and Compliance Officer within 24 hours of occurrence of event.	Regulation 30 of SEBI LODR:	Company failed to furnish the details with regards to appointment of Mr. Prakash Mehta as the Chief Financial Officer of the Company.	NA	NA	NA	NA	Company intimated the appointment of Mr. Prakash Mehta as the Chief Financial Officer of the Company to the stock exchange on 31st March, 2022 with a delay of 48 days.	Company complied with the regulation with a delay of 48 days on 31/03/2022	Company complied with the regulation with a delay of 48 days on 31/03/2022



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5.	Submission of information regarding loss of share certificate and issue of the duplicate share certificates, to the stock exchange within 2 (Two) days of getting information	Regulation 39(3) of SEBI (LODR) Regulation 2015.	Company Failed to file XBRL and Intimation Letter under regulation 39(3) of SEBI (LODR) Regulation 2015.	NA	NA	NA	NA	The company filed intimation letter under regulation 39(3) of SEBI (LODR) Regulation 2015 with 1 (one) Day delay and company filed XBRL under regulation 39(3) with 1 (one) day delay.	The company was in transit of shifting its registered office in due course of shifting all its computers, servers and other physical documents. Company missed the filing. Also Company had filed intimation but as the XBRL was a new requirement it skipped the same.	The company filed intimation letter under regulation 39(3) of SEBI (LODR) Regulation 2015 with 1 (one) Day delay and company filed XBRL under regulation 39(3) with 1 (one) day delay.
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr.No	Compliance Requirement (Regulations/ Circulars/ Guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of action	Details of violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks



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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

FOR **KIRAN DOSHI & CO**

Company Secretaries



KIRAN P. DOSHI

(Proprietor)

CP. No. : 9890FCS No.: 13007

Peer Reviewed Firm: 1977/2022

UDIN: F013007F000483620

Place: Mumbai

Date: 29th May, 2024.