



DEEP DIAMOND INDIA LIMITED

Regd. Office: 408, Corporate Avenue, Sonawala Road, Near Udyog Bhavan,
Goregaon East, Mumbai, Maharashtra 400063 CIN: L24100MH1994PLC082609

Tel: [022-46065770](tel:022-46065770)

E-mail: info.deepdiamondltd@gmail.com Website: www.deepdiamondltd.co.in

Date: November 10, 2023

To,

The Manager

Bombay Stock Exchange Limited,

Address: Phiroze Jeejeebhoy Towers,

Dalal Street, Fort, Mumbai – 400001

Scrip Code: 539559

Subject: Notice of the 01st Extra Ordinary General Meeting ('EOGM') of the Company of the Financial Year 2023-2024 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations"):

Dear Sir/Madam,

We forward herewith Notice of the 01st EGM of the Company scheduled to be held on Friday, December 08, 2023, at 11:30 A.M. vide video conferencing mode which will deem to be held at 408, Corporate Avenue, Wing-A, Sonawala Road, Goregaon (East), NR. Udyog Bhavan Mumbai City-400063, Maharashtra to transact the below mentioned business:

1. To consider and approve the appointment of Mr. Kaushal Jain (DIN:00848381) as a Non-Executive Director of the Company.
2. Revision of price of equity shares already issued and allotted on preferential basis.

The Notice of EGM along with the Explanatory Statement is enclosed herewith.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration Rules), 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to its members holding shares on cut-off date i.e., December 01, 2023, to exercise their right to vote by electronic means on all or any of the business specified in the notice convening the EGM.

Please make note of the following dates for e-voting:

Date and time of commencement of remote e-voting: Tuesday, December 05, 2023, at 9:00 AM.

Date and time of end of remote e-voting: Thursday, December 07, 2023, at 5:00 P.M.

In compliance with provisions of the Companies Act, 2013, electronic copies of the Notice convening the EGM, has been dispatched by e-mail to all the Members whose e-mail addresses are registered with the Company and/or the Depository Participant. The notice of the EGM will also be available on the website of the Company and on the website of the stock exchanges.



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This is submitted pursuant to Regulation 30 read with Para A, Part A of Schedule III of the Listing Regulations.

Please take the same on record.

For **Deep Diamond India Limited**

GANPA Digitally signed
by GANPAT LAL
NYATI
T LAL Date:
NYATI 2023.11.10
17:37:26 +05'30'

Ganpat Lal Nyati
Managing Director

DIN: 09608005

Address: 408, Corporate Avenue Wing-A
Sonawala Road, Goregaon East, NR. Udyog
Bhavan Mumbai-400063



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NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting (EGM) of the Members of Deep Diamond India Limited (CIN: L24100MH1994PLC082609), will be held on **Friday, December 08, 2023**, at 11:30 a.m. through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) for which purpose the Registered office of the Company situated at 408, Corporate Avenue, Wing-A, Sonawala Road, Goregaon (East), NR. Udyog Bhavan Mumbai City-400063 shall be deemed as the venue for the Meeting and the proceedings of the EGM shall be deemed to be made thereat, to transact the following business:

SPECIAL BUSINESS:

- 1. To consider and approve the appointment of Mr. Kaushal Jain (DIN:00848381) as a Non-Executive Director of the Company:**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company, and approval and recommendation of the Nomination & Remuneration Committee and that of the Board; Mr. Kaushal Jain (DIN: 0084381) who was appointed as an Additional Director (Non-Executive Director) by the Board of Directors on September 20, 2023 and being eligible, offers himself for appointment, be and is hereby appointed as a Non-Executive Director of the Company for a tenure of 05 years commencing from September 20, 2023 till September 19, 2028 and whose period of office shall be liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to the Officials of the Company, to effectuate the aforesaid Resolution.”

- 2. Ratification of allotment and Revision of price of equity shares already issued and allotted on preferential basis:**

To consider and if thought fit to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** in continuation of the a.) Resolution passed by the members of the Company at their Annual General meeting held on August 23, 2022 for issue of 18,55,000 Equity shares of face value of Rs. 10/- each fully paid up on preferential basis and in-principle approval of BSE Limited dated October, 21, 2022; b.) Resolution passed by the Board of Directors of the



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Company on November 29, 2022 for allotment of 16,05,000 equity shares of face value of Rs. 10/- each fully paid up at a price of Rs. 36.10/- each to the following Non-Promoters as mentioned in below table and c.) Allotment made by the Board of Directors of the Company of equity shares of face value of Rs. 1/- each fully paid up due to Sub-Division of Equity Shares from Face Value of Rs. 10/- each to Face Value of Rs. 1/- each on January 21, 2023, pursuant to Resolution passed by the members of the Company through Postal Ballot for Sub-Division of Equity Shares from Face Value of Rs. 10/- each to Face Value of Rs. 1/- each on October 29, 2022, as the allotment of 16,05,000 equity shares of face value of Rs. 10/- each fully paid up at a price of Rs. 36.10/- each had not been completed within a period of 15 days from the date of Shareholders Approval/ Stock Exchange approval and therefore now the consent and approval of the members of the company be and is hereby accorded to the Board to ratify the allotment for revising the price for 1,60,50,000 Equity Shares of face value of Rs. 1/- each (after giving effect of sub-division), which shall be the higher of (a) The revised price (after adjustment of sub-division) determined as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations") or (b) The existing price of Rs. 3.61/- per equity share of Face Value of Rs. 1/- each (after adjustment of sub-division):

Name of the Allottees	No. of equity shares allotted (Face Value of Rs. 10/- each fully paid-up) on 29/11/2023	No. of equity shares after giving effect of Sub-division of equity shares of the Company from Face Value of Rs. 10/- each to Face Value of Rs. 1/- each (Face Value of Rs. 1/- each fully paid-up)
Non-Promoters (A)		
Bhavisya E-Commerce Private Limited	2,50,000	25,00,000
Manisha Khemka	2,50,000	25,00,000
Kamal Parikh HUF	2,25,000	22,50,000
Chintan R Shah	2,00,000	20,00,000
Ravinder Kumar Chordia	1,25,000	12,50,000
Narendra Shelar	1,25,000	12,50,000
Hariom Manibhai Acharya	1,10,000	11,00,000
Prerna Vyas	1,10,000	11,00,000
Ashish Kothari	1,10,000	11,00,000
Seema Thakar	1,00,000	10,00,000
Total (A)	16,05,000	1,60,50,000



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RESOLVED FURTHER THAT the equity shares so allotted (after giving effect to sub-division) is subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the equity shares so allotted (after giving effect to sub-division) be in dematerialised form and rank pari passu in all respects with the existing equity shares of the Company including Dividend.

RESOLVED FURTHER THAT the New Relevant Date, as stipulated in the Regulation 161 of SEBI (ICDR) Regulations read with Regulation 170(2) of SEBI (ICDR) Regulations, for determination of the Price for 1,60,50,000 Equity Shares of face value of Rs. 1/- each so allotted (after giving effect to sub-division) shall be thirty (30) days prior to the date of this meeting or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date.

RESOLVED FURTHER THAT all other terms and conditions of the Special Resolution for offer, issue and allot Equity shares on preferential basis passed in the Extra-Ordinary General Meeting held on August 23, 2022 and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 of the said Special Resolution shall be considered as part of this resolution and explanatory statement.

RESOLVED FURTHER THAT the equity shares so allotted (after giving effect to sub-division) on preferential basis shall be locked in for such period as prescribed in Regulation 167 of Chapter V of SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT the equity shares so allotted (after giving effect to sub-division), be listed on the stock exchange(s) where the shares of the Company is listed and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the approval of allotment of equity shares and listing of such equity shares and for the admission of such equity shares with the depositories, i.e. NSDL & CDSL, and for the credit of such equity shares to the holders dematerialized securities account.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to ratification of allotment and revision of price.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any other Director or Directors or Company Secretary or any other officer(s) or employee(s) of the Company or any advisor, as it may consider appropriate in order to give effect to this Resolution.”



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By Order of the Board of Directors
For **Deep Diamond India Limited**

Sd/-

Ganpat Lal Nyati

DIN: 09608005

Address: 408, Corporate Avenue Wing-A
Sonawala Road, Goregaon East, NR. Udyog
Bhavan Mumbai-400063, Maharashtra, India

Registered & Corporate Office:

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Place: Mumbai

Date: November 08, 2023



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Notes:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September 2023 ('MCA Circulars'), has allowed the Companies to conduct the AGM/EGM through Video Conferencing/Other Audio-Visual Mode means ('VC/OAVM') till September 30, 2024. The Securities and Exchange Board of India ('SEBI') also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ('SEBI Circular') has provided certain relaxations from compliance with certain provisions of the Listing Regulations. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the EGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the EGM through VC/OAVM only. The deemed venue for the EGM shall be the Registered Office of the Company. Instructions for attending the meeting through VC/OAVM and remote e-voting are attached.
2. Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this EGM and hence the Proxy Form, Attendance Slip and route map of the EGM are not annexed to this Notice.
3. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the EGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to csronakjhuthawat@gmail.com with a copy marked to evoting@nsdl.com and info.deepdiamondltd@gmail.com
4. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice convening the EGM of the Company along with the process of e-voting is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice of the EGM will also be available on the Company's website www.deepdiamondltd.co.in, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of NSDL www.evoting.nsdl.com



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5. In the case of joint holders, 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 during the EGM.
6. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company on or before December 05, 2023 through email on info.deepdiamondltd@gmail.com . The same will be replied by the Company suitably.
7. Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the EGM through VC/OAVM mode 15 minutes before the scheduled time of the commencement of the EGM and the members can also join after the commencement of the EGM till the expiry of 30 minutes after such scheduled time by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited (“NSDL”) e-voting website at www.evoting.nsdl.com The facility of participation at the EGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel’s, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. Members who have not registered their e-mail addresses are requested to register the same with the Company’s Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered with the Depository Participant (“DP”) in case the shares are held in electronic form and with the Registrar and Transfer Agent of the Company (“RTA”) in case the shares are held in physical form.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
11. In terms of Regulation 40(1) of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. Members may please note that SEBI, vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate



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securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transmission and transposition shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA for assistance in this regard.

Registration of Email Id:

- a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, login details for e-voting are being sent on the registered email address.
- b) In case the shareholder has not registered his/her/their emails address with the Company/its RTA/Depositories and or has not updated the Bank Account mandate, the following instructions are to be followed:
 - i. Kindly login to the website of the RTA, namely, M/s Universal Capital Securities Pvt Ltd, fill in the details and upload the required documents and submit. OR
 - ii. In the case of Shares held in Demat mode: The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the Demat account as per the process followed and advised by the DP.

Alternatively, Members may send an e-mail request to the email id: info.deepdiamondltd@gmail.com along with a scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy, and Client Master copy in case of the electronic folio and copy of the share certificate in the case of the physical folio.

1. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company through an email on info.deepdiamondltd@gmail.com
2. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of questions and a number of speakers depending upon



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the availability of time, for the smooth conduct of the EGM. The Company has also provided the facility to the Members to ask questions to the panellist via active chat board during the EGM and the same would be responded to by the Company appropriately.

3. To support the 'Green Initiative', the members who have not registered their email addresses are requested to register the same with RTA/ Depositories.
4. The business set out in the notice will be transacted through remote e-voting system and the instructions and other information relating to remote e-voting provided by M/s Universal Capital Securities Pvt Ltd are given herein below in this Notice. In case of any queries or grievances in connection with remote e-voting, the shareholders may write to the registered office address of the Company.
5. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandate to the Company/Registrar & Share Transfer Agents (RTA) i.e., M/s Universal Capital Securities Pvt Ltd quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) form may update such details with their respective Depository Participants. The Company or its Registrars cannot act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in form ISR-3 or form SH-14, as the case may be. The said forms can be downloaded from the Company's RTAs website. Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form, and to the RTA in case the shares are held in physical form.
8. Pursuant to MCA Circulars, a designated email address i.e., has been created by the company so that the Members can convey their vote when a poll is required to be



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taken during the meeting on any resolution at such designated email address through their email addresses which are registered with the RTA/DP.

9. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Amendment Rules, 2014 Company is pleased to provide the members to exercise their right to vote at the Annual General Meeting of the Company by electronic means through E-voting facility provided by NSDL.
10. Mr. Ronak Jhuthawat of M/s. Ronak Jhuthawat & Co, Practising Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall immediately from the conclusion of the remote e-voting period unblock the votes in the presence of at least 2 witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
11. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company at and on the website of the company <https://www.deepdiamondltd.co.in/> immediately after the declaration of Result by the Chairman or any person authorized by him in writing and communicated to BSE.
12. **Norms for furnishing of PAN, KYC, Bank details and Nomination:**

Pursuant to SEBI Circular no. SEBI/HO/MIRSD/MIRSDPoD-1/P/ CIR/2023/37 dated March 16, 2023, issued in supersession of earlier circulars issued by SEBI bearing nos. SEBI/HO/MIRSD/MIRSD RTAMB /P/CIR/2021/655 and SEBI/HO/MIRSD/ MIRSD RTAMB/ P/CIR/2021/687 dated November 3, 2021 and December 14, 2021, respectively, SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.

The securities in the frozen folios shall be eligible:

- To lodge any grievance or avail of any service, only after furnishing the complete documents / details as mentioned above.
- To receive any payment including dividend, interest, or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.



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The forms for updating of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and the said SEBI circular are available on the website of the Company's RTA at <https://www.unisec.in/kyc-download.html>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest. The Company has dispatched a letter to the Members holding shares in physical form in relation to the above referred SEBI Circular. Members who hold shares in dematerialized form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

Further, Shareholders holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar to avoid freezing of folios. Such frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, after December 31, 2025.

13. Voting through electronic means:

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the Listing Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting facility provided by listed entities, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. The Company has engaged the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically as well as for e-Voting during the EGM. Resolution(s) passed by Members through e-Voting is/are deemed to have been passed as if it/they have been passed at the EGM. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.

The voting period begins on Tuesday, December 05, 2023, 09:00 A.M. (IST) and ends on Thursday, December 07, 2023, 05:00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on the cut-off date i.e., Friday, December 01, 2023, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

1. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
2. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all



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shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facilities to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to public consultation, it has been decided to enable e-voting to **all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-the voting process.

3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
4. **Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint a proxy to attend and cast votes for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.**
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.deepdiamondltd.co.in/. The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at <https://www.bseindia.com/>. The EGM Notice is also disseminated on the website of NSDL (the agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e., www.evotingindia.com.
14. Members who have already cast their vote by remote e-Voting prior to the EGM, will also be eligible to participate at the EGM but shall not be entitled to cast their vote again on such resolution(s) for which the Member has already cast the vote through remote e-Voting.
15. Members of the Company holding shares either in physical form or electronic form, as on the cut-off date of Friday, December 01, 2023, may cast their vote by remote e-Voting. The remote e-Voting period commences on Tuesday, December 05, 2023, at 9:00 a.m. (IST) and ends on Thursday, December 07, 2023, at 5:00 p.m. (IST). The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, December 01, 2023.



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16. The instructions for shareholders for e-voting and joining virtual meetings are as under:

The Members will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned below for 'Log-in to NSDL e-Voting system'. The link for VC/OAVM will be available in 'Member login' where the 'EVEN' of the Company will be displayed. After successful login, the Members will be able to see the link of 'VC/OAVM link' placed under the tab 'Join Extra-Ordinary General Meeting' against the name of the Company. On clicking this link, the Members will be able to attend and participate in the proceedings of the EGM through a live webcast of the meeting and submit votes on announcement by the Chairman.

The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on a 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 EGM without restriction on account of first come first served basis.

Members may join the EGM through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge, or Firefox. Please note that participants connecting from mobile devices or tablets or through laptops 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 glitches.

Members who would like to express their views/ ask questions as a Speaker at the EGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, PAN and mobile number to info.deepdiamondltd@gmail.com between Monday, December 04, 2023 (9:00 a.m. IST) and Wednesday, December 06, 2023 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Any person holding shares in physical form and non-individual shareholders, who acquire shares and become Members of the Company after the Notice is sent through e-mail and



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holding shares as of the cut-off date i.e., Friday, December 01, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.com 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 forget 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 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Members of the Company after sending of the Notice and holding shares as of the cut-off date i.e., Friday, December 01, 2023, may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system. Other methods for obtaining/ procuring user IDs and passwords for a-Voting are provided in the EGM Notice.

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), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, and MCA Circular No. 2/2021 dated January 13, 2021, 19/2021 dated 8th December 2021, 21/2021 dated 14th December, 2021, 10/2022 dated 28th December, 2022 and 09/2023 dated 25th September 2023.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, December 05, 2023, at 09:00 A.M. and ends on Thursday, December 07, 2023, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Friday, December 01, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, December 01, 2023.



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How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned 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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit 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. 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you



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	<p>will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on



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	registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33



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B) Login Method for e-Voting and joining virtual meeting 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***



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5. Password details for shareholders other than Individual shareholders are given below:
 - 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.



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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 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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csronakjhuthawat@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena, Deputy Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:



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1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info.deepdiamondltd@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to info.deepdiamondltd@gmail.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. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

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

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You



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are requested to click on VC/OAVM link placed under Join 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.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info.deepdiamondltd@gmail.com. The same will be replied by the company suitably.



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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 01:

Approval for appointment of Mr. Kaushal Jain (DIN No. 00848381) as a Non-Executive Director for a period of 05 years commencing from September 20, 2023, till September 19, 2028:

The members are hereby informed that the Board at their meeting held on September 20, 2023 based on the recommendation of Nomination & Remuneration Committee appointed Mr. Kaushal Jain as an Additional Non-Executive Director (till the next general meeting to be held in F.Y. 2024-2025 or for a period of three months from the date of appointment, whichever is earlier) designated as Non-Executive, who shall be liable to retire by rotation, for a tenure of 5 (five) consecutive years commencing from September 20, 2023 to September 19, 2028, subject to approval of the shareholders.

Mr. Kaushal Jain is fit to be appointed as a Director in terms of section 164 of the Companies Act, 2013, and he has consented to act as a Director of the company. The Nomination and Remuneration Committee of the company and the Board have recommended the appointment of Mr. Kaushal Jain as a Non-Executive Director of the Company.

Details of Kaushal Jain as required pursuant to the provisions of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided herein below:

Age	46 Years
Qualifications	MBA - Finance
Experience & Expertise in Specific functional areas/ Brief Profile	Accounts, Finance and Taxation
Terms & Conditions of Appointment	Appointed as an Non-Executive Director on the Board for a period of 05 years
Remuneration (including sitting fees) Last drawn & proposed to be paid	Rs.12,00,000/- p.a.
Date of first appointment in Board	September 20, 2023
Shareholding in the Company (including beneficial ownership)	Nil
Relationship with other Directors / Key Managerial Personnel (i.e., Inter-se relation)	No relation
Number of Board Meetings attended during	2 meetings



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the financial year (FY 2023-24)	
Rational for recommending the appointment / Skills and capabilities required for the role and the manner in which such requirements are met.	Having 32 years' experience in Accounts, Finance & Taxation
Details of Past Directorship / Committee Membership in Equity listed entities (In last 3 years)	Not Applicable

The Current Directorship/Committee memberships of Mr. Kaushal Jain are as follows:

Name of the Company	Board Membership	Committee Membership
Deep Diamond India Limited	Additional Director (Non-Executive)	Nomination & Remuneration Committee (Chairman & Member)

Item No. 02:

Ratification of allotment and Revision of price of equity shares already issued and allotted on preferential basis:

The Board of the Directors of the Company at its meeting held on 29th July, 2022 had given their consent subject to approval of Members by way of Special Resolution to issue 18,55,000 Equity Shares of face value of Rs. 10/- each to Non-Promoters on Preferential Allotment basis. In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and rules made thereunder ("**the Act**"), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI (ICDR) Regulations**") as amended, and on the terms and conditions and formalities as stipulated in the Act and the SEBI (ICDR) Regulations, the Preferential Issue required approval of the shareholders of the Company by way of a special resolution and the said special resolution for issue of 18,55,000 Equity shares of face value of Rs. 10/- each fully paid up on preferential basis was passed by the members of the Company at their Annual General meeting held on August 23, 2022.

On October 21, 2022, the company had received in-principle approval for issue and allotment of 18,55,000 Equity shares of face value of Rs. 10/- each from BSE Limited ("**BSE**" or "**Stock Exchange**") as approved by the shareholders of the company as mentioned above. The company made an Allotment of 16,05,000 Equity Shares of Face Value of Rs. 10/- each, out of 18,55,000 equity shares, at a price of Rs. 36.10/- each (including premium of Rs. 26.10/- each) to Non-Promoters on Preferential Allotment basis on November 29, 2023.



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Further to above, Resolution was also passed by the members of the Company through Postal Ballot for Sub-Division of Equity Shares from Face Value of Rs. 10/- each to Face Value of Rs. 1/- each on October 29, 2022 and the Board of Directors of the Company has fixed the Record date i.e. January 20, 2023 for the Sub-Division of Equity Shares of Face Value of Rs. 10/- each to Face Value of Rs. 1/- each and made the allotment of equity shares of face value of Rs. 1/- each fully paid up on January 21, 2023 and due to this Sub-Division the above mentioned allotment of 16,05,000 Equity Shares of Face value of Rs. 10/- each fully paid up at a price of Rs. 36.10/- each becomes 1,60,50,000 Equity Shares of Face value of Rs. 1/- each fully paid up at a price of Rs. 3.61/- each.

Regulation 170 of SEBI (ICDR) Regulations, inter alia states *“Allotment pursuant to the special resolution shall be completed within a period of fifteen days from the date of passing of such resolution or any approval or permission by any regulatory authority, whichever is later. If the allotment of the specified securities is not completed within fifteen days from the date of special resolution, a fresh special resolution shall be passed and the relevant date for determining the price of specified securities under this Chapter shall be taken with reference to the date of the latter special resolution.”*

As per Regulation 170(1) of SEBI (ICDR) Regulations, the said allotment of 16,05,000 equity shares of face value of Rs. 10/- each fully paid up at a price of Rs. 36.10/- each had not been completed within a period of 15 days from the date of Shareholders Approval/ Stock Exchange approval.

Therefore, in order to comply with SEBI (ICDR) Regulations, this Special Resolution is therefore proposed to seek your ratification of allotment of 1,60,50,000 Equity shares of Face Value of Rs. 1/- each (after giving effect of sub-division) for revising the price of 1,60,50,000 Equity Shares of Face Value of Rs. 1/- each (after giving effect of sub-division) so allotted, which shall be the higher of (a) The revised price (after adjustment of sub-division) determined as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**“SEBI (ICDR) Regulations”**) or (b) The existing price of Rs. 3.61/- per equity share of Face Value of Rs. 1/- each including premium of Rs. 2.61/- per share (after adjustment of sub-division).

The Allottees shall pay the difference of the amount on the basis of higher price, if any, determined in accordance with new relevant date and the price already paid by them earlier.

All other terms and conditions of the Special Resolution of issue and allotment of Equity Shares passed in the Extra-Ordinary General Meeting held on August 23, 2022 and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 of the said Special Resolution shall be considered as part of this resolution and explanatory statement.

The following information is provided with regard to Ratification of allotment of equity shares already issued on preferential basis:



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1. LIST OF ALLOTTEES TO WHOM EQUITY SHARES HAS BEEN ALLOTTED ON PREFERENTIAL BASIS:

Name of the Allottees	No. of equity shares allotted (Face Value of Rs. 10/- each fully paid-up) on 29/11/2023	No. of equity shares allotted after giving effect of Sub-division of equity shares of the Company from Face Value of Rs. 10/- each to Face Value of Rs. 1/- each (Face Value of Rs. 1/- each fully paid-up)
Non-Promoters (A)		
Bhavisya E-Commerce Private Limited	2,50,000	25,00,000
Manisha Khemka	2,50,000	25,00,000
Kamal Parikh HUF	2,25,000	22,50,000
Chintan R Shah	2,00,000	20,00,000
Ravinder Kumar Chordia	1,25,000	12,50,000
Narendra Shelar	1,25,000	12,50,000
Hariom Manibhai Acharya	1,10,000	11,00,000
Prerna Vyas	1,10,000	11,00,000
Ashish Kothari	1,10,000	11,00,000
Seema Thakar	1,00,000	10,00,000
Total (A)	16,05,000	1,60,50,000



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2. SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE ALLOTMENT:

Sr No	CATEGOR Y	Pre-Preferential Holding before allotment (Face value of Rs. 10/- each fully paid up)		Post-Preferential Holding after allotment on 29 th November, 2023 (Face value of Rs. 10/- each fully paid up)		Post-Preferential Holding after allotment giving effect of Sub- Division of Equity shares from face value of Rs. 10/- each to face value of Rs. 1/- each (Face value of Rs. 1/- each fully paid up)	
		No. of Shares	% of Shareholdi ng	No. of Shares	% of Shareholdi ng	No. of Shares	% of Shareholdi ng
A	Promoter 's Holding	4,033	0.13	4,033	0.08	40,330	0.08
	Sub-Total (A)	4,033	0.13	4,033	0.08	40,330	0.08
B	Non- Promoter 's Holding	31,95,96 7	99.87	48,00,96 7	99.92	4,80,09,6 70	99.92
	Sub-Total (B)	31,95,96 7	99.87	48,00,96 7	99.92	4,80,09,6 70	99.92
	TOTAL (A+B)	32,00,00 0	100.00	48,05,00 0	100.00	4,80,50,0 00	100.00

3. BASIS ON WHICH THE PRICE HAS BEEN ARRIVED AT AND JUSTIFICATION FOR THE PRICE (INCLUDING PREMIUM, IF ANY):

The Equity Shares of the company is listed on BSE Limited for a period of more than 90 trading days as on the relevant date i.e Wednesday, November 08, 2023 and are frequently traded in accordance with Regulation 164 of SEBI (ICDR) Regulations (after giving effect of sub-division, if any).



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In compliance with Regulation 166A of the SEBI (ICDR) Regulations as the preferential allotment to allottee and/or allottees acting in concert was more than five per cent of the post issue fully diluted share capital of the Company, therefore, the minimum issue floor price is higher of the price determined through following methods:

- a. In terms of the provisions of Regulation 164 of SEBI (ICDR) Regulations the price shall not be less than higher of the following:
 - i. the 90 Trading Days volume weighted average price of the Equity Shares of the Company quoted on BSE Limited preceding the Relevant Date, i.e., Rs. 6.73/- per equity share of face value of Rs. 1/- each (after giving effect of sub-division, if any).
 - ii. the 10 Trading Days volume weighted average price of the Equity Shares of the Company quoted on BSE Limited preceding the Relevant Date, i.e., Rs. 5.87/- per equity share of face value of Rs. 1/- each (after giving effect of sub-division, if any).

Accordingly, the minimum issue price in terms of Regulation 164 of the SEBI (ICDR) Regulations, is Rs. 6.73/- per Equity Share of face value of Rs. 1/- each, being higher of the above two prices.

- b. The price determined through Valuation report dated Wednesday, November 08, 2023 issued by Mr. Manish Kumar Bhagat, Registered Valuer (IBBI Registration No. IBBI/RV/06/2020/13484). i.e., Rs. 5.36/- per Equity Share of face value of Rs. 1/- each ("Valuation Report"). The Valuation Report shall be available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch of the Extra-Ordinary General Meeting ('EGM') Notice till Friday, December 08, 2023 and may be accessed on the website of the company at <http://www.deepdiamondltd.co.in/>.
- c. Method of determination of floor price as per the Articles of Association of the Company: Not applicable as the Articles of Association of the Company are silent on method of determination of a floor price of the shares issued on preferential basis.

The revised price determined as per SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 comes to Rs. 6.73/- per Equity Share of face value of Rs. 1/- each.

4. RELEVANT DATE:

The "Relevant Date" in terms of Regulation 161 of SEBI (ICDR) Regulations read with Regulation 170(2) of SEBI (ICDR) Regulations for the purpose of determining the price of equity shares shall be 30 days prior to the date of this meeting of the Shareholders of the Company or in the case where the Relevant Date falls on Weekend/Holiday, the day



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preceding the Weekend/Holiday will be reckoned to be the Relevant Date i.e Wednesday, November 08, 2023.

5. OTHER DISCLOSURES

Additional funds, if any, to be received pursuant to revision of price shall be utilized for long-term working capital and/or Investment in associate or subsidiary of the company and/or for principal business activities of the company as per objects of the company.

None of the Directors and/or Key Managerial Personnel of the Company and/ or their relatives are, in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding interest, if any, in the company.

The Board of Directors believes that the proposed Resolution is in the best interest of the Company and its Members and accordingly recommend passing of the resolution as set out at Item No. 2 of the Accompanying EGM Notice for the approval of members of the Company as Special Resolution.

By Order of the Board of Directors
For **Deep Diamond India Limited**

Sd/-

Ganpat Lal Nyati

DIN: 09608005

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Place: Mumbai

Date: November 08, 2023