



# DEEP DIAMOND INDIA LIMITED

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

Tel:022-46065770

E-mail: [deepdiamondltd@gmail.com](mailto:deepdiamondltd@gmail.com) Website: [www.deepdiamondltd.co.in](http://www.deepdiamondltd.co.in)

**Date:** June 08, 2023

To,  
The Manager  
**Bombay Stock Exchange Limited,**  
**Address:** Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai – 400001

**Scrip Code:** 539559

**Subject: Notice of Postal Ballot-Disclosure under Regulation 30 of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Dear Sir/Madam,

In continuation to our Intimation dated April 24, 2023 wherein we have intimated that the Board of Directors have approved the Notice of Postal Ballot for seeking approval shareholders, please find enclosed a copy of the Postal Ballot Notice seeking the approval of members with respect to the following:

Item No.	Resolutions
1.	To regularize the appointment of Mr. Ashish Jain (DIN: 10124476) from Additional Independent Director to Independent Director of the Company for a period of 5 years.
2.	To consider and approve the acquisition of 100% shareholding of M/s MicroCure Biotech Private Limited bearing CIN: U24100RJ2021PTC073022 by investing the surplus funds of the Company.
3.	To approve change in designation of Ms. Sonali Laddha bearing (DIN: 09782074) from Director to Whole-Time Director for a period of 5 years w.e.f. July 11, 2023.

In compliance with Ministry of Corporate Affairs General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021; General Circular No. 20/2021 dated December 08, 2021 and General Circular No. 03/2022 dated May 05, 2022 read with General Circular No. 10/2022 and 11/2022 dated December 28, 2022, this postal ballot notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the



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Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, June 02, 2023 ("Cut-off date").

The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide remote e-voting facility to its members. The remote e-voting period commences from 9.00 a.m. (IST) on Monday, June 12, 2023 and ends at 5.00 p.m. (IST) on Tuesday, July 11, 2023. The e-voting module shall be disabled by NSDL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-off date. Communication of assent or dissent of the Members would only take place through the remote e-voting system.

This Postal Ballot Notice will also be available on the Company's website [www.deepdiamondltd.co.in](http://www.deepdiamondltd.co.in), websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in). Further, the results of the Postal Ballot along with the Scrutinizer's Report will be declared within the prescribed time as per statutory provisions.

Kindly take the same on records.

**For Deep Diamond India Limited**

GANPAT Digitally signed by  
GANPAT LAL NYATI  
LAL NYATI Date: 2023.06.08  
15:59:24 +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 OF POSTAL BALLOT

*(Pursuant to Section 108, Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 (1) of the Companies (Management and Administration) Rules, 2014, as amended)*

Dear Member(s),

Notice of Postal Ballot is hereby given to the Members of Deep Diamond India Limited ('the Company'), pursuant to and in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration), Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standards-2 (SS-2), read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020, General Circular No. 02/2021 dated January 13, 2021; General Circular No. 19/2021 dated December 08, 2021 read with General Circular No. 02/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 and all other applicable circulars, if any, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and pursuant to other applicable laws and regulations, the special resolutions appended below are proposed for approval of the Members of Deep Diamond India Limited ("**the Company**") through postal ballot by remote e-voting process ("**Remote E-Voting**").

In line with the aforementioned MCA Circulars, the companies have been advised to consider and take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, by way of postal ballot through remote e-voting mechanism in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of Members at a common venue. MCA has clarified that the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis for companies that are required to provide e-voting facility under the Act while they are transacting any business(es) only by Postal Ballot, up-to September 30, 2023.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Section 102, 110, and other applicable provisions, if any, of the Act, pertaining to the special items setting out the material facts and reasons thereof along with the instructions/procedures for remote e-voting is annexed to this Postal Ballot Notice for your consideration.



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Pursuant to Rule 22(5) of the Companies (Management and Administration) Rule, 2014, the Board of Directors, at its meeting held on April 24, 2023 has appointed Mr. Ronak Jhuthawat (Certificate of Practice No. 12094), Practicing Company Secretary (email: [csronakjhuthawat@gmail.com](mailto:csronakjhuthawat@gmail.com)), as the Scrutinizer for conducting the postal ballot voting process fairly and transparently.

The remote e-voting period commences from 9.00 AM (IST) on June 12, 2023 and ends at 05:00 PM (IST) on July 11, 2023. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 05:00 PM (IST) on July 13, 2023.

The said results along with the Scrutinizer's Report would be intimated to Bombay Stock Exchange Limited where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



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## **SPECIAL BUSINESS:**

### **1. To regularize the appointment of Mr. Ashish Jain (DIN: 10124476) from Additional Independent Director to Independent Director of the Company for a period of 5 years.**

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

“**RESOLVED THAT** pursuant to the Section 149, 150 and 152 (2) read with Schedule IV other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1C), 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); recommendation of the Nomination & Remuneration Committee and Board of Directors of the Company; the consent of the shareholders of the Company be and is hereby accorded to regularize the appointment of Mr. Ashish Jain (DIN: 10124476) from Additional Independent Director of the Company to the Non-Executive Independent Director of the Company w.e.f. July 11, 2023 for a period of 5 years and whose office shall not be liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board hereby takes on record that the term of 5 years of Mr. Ashish Jain as an Independent Director of the Company will be from July 11, 2023 till July 10, 2028.”

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby authorized to all such acts, deeds and things as may be necessary in order to effectuate the aforementioned resolution.”

### **2. To consider and approve the acquisition of 100% shareholding of M/s MicroCure Biotech Private Limited bearing CIN: U24100RJ2021PTC073022 by investing the surplus funds of the Company:**

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

“**RESOLVED THAT** pursuant to provisions of Section 179(3)(e), 01<sup>st</sup> and 04<sup>th</sup> Proviso to Section 188 (1) and any other applicable provisions of the Companies Act, 2013 to be read along with the relevant applicable rules (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the limits envisaged under Section 186 read along with rule 11 & 13 of the Companies (Meetings of the Board and its Powers) Rules, 2014; provisions of Memorandum and Articles of Association of the Company; recommendation of the audit committee and on the approval and recommendation of the Board the consent of the shareholders of the Company; be and is hereby accorded to enter into a related party transaction with respect to acquisition of 100% shareholding of M/s MicroCure Biotech Private Limited (hereinafter referred to as “the investee Company”) bearing CIN: U24100RJ2021PTC073022 for a consideration of INR 1,83,400.



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**RESOLVED FURTHER THAT** Mr. Ganpat Lal Nyati, Managing Director of the Company be and is hereby authorized on behalf of the Company to execute and sign the aforesaid SPA including signing any letter(s) of undertakings, declarations, agreements and other papers which the Company may be required to sign in-terms of the SPA and to do all such acts, deeds and things as may be necessary in order effectuate the aforementioned resolution.”

**3. To approve change in designation of Ms. Sonali Laddha bearing (DIN: 09782074) from Director to Whole-Time Director for a period of 5 years w.e.f. July 11, 2023:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 196(4) and 203 of Companies Act, 2013, recommendation of the Nomination & Remuneration Committee and recommendation and approval of the Board of Directors of the Company; consent of the members be and is hereby accorded to re-designate Ms. Sonali Laddha bearing DIN: 0978207 from Director to Whole-Time Director of the Company for a period of 5 years w.e.f. July 11, 2023 on the terms and condition as set out below which are mutually agreed between the Board and Ms. Sonali Laddha and on the remuneration of Rs. 4,80,000 per annum/- with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope of Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Ms. Sonali Laddha:

Particulars of the terms of appointment of and remuneration payable to Ms. Sonali Laddha are as mentioned below:

**(a) Remuneration:**

1. Basic Salary: 4,80,000 (Rupees Four lakh Eighty thousand only) per annum, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the HR policy of the Company for a period of 3 years as per Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force) ;
2. She shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;
3. In addition to above, she shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the HR Policy of the Company;
4. Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Ms. Sonali Laddha in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);
5. Ms. Sonali Laddha shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;
6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall



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be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof. The above may be treated as a written memorandum setting out the terms of the appointment of Ms. Sonali Laddha under Section 190 of the Act.

## (b) Reimbursement of Expenses:

Ms. Sonali Laddha, shall be entitled to get a reimbursement from the Company for all the expenses incurred by her on behalf of the Company.

## (c) General:

- (i) Ms. Sonali Laddha will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time.
- (ii) Ms. Sonali Laddha shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in the Companies Act, 2013 with regard to duties of directors and applicable provisions of the Listing Regulations.
- (iii) Office of the Director may be terminated by the Company or the Whole-time Director, by giving 2 (two) months' prior notice in writing.

**RESOLVED FURTHER THAT** Board of director of the company are be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for effectuating the aforesaid resolution.”

### Registered Office:

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

**By order of the Board of Directors  
For DEEP DIAMOND INDIA LIMITED**

Sd/-

**Ganpat Lal Nyati**  
**Managing Director**  
**DIN: 09608005**

**Date:** April 24, 2023

**Place:** Mumbai



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## **NOTES TO THE POSTAL BALLOT NOTICE**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto including the relevant details of the Directors seeking appointment/reappointment above as required by Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on June 02, 2023 (‘Record date’) and whose e-mail IDs are registered with the Company/ Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes. Any member who is not a member as on the said record date shall treat this notice for information purposes only.
3. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the e-voting process. Shareholders are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the shareholders of the Company. For this purpose, the Company has engaged the services of National Securities and Depository Limited (NSDL) for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Shareholders may please note that the Postal Ballot Notice will also be available on the Company’s website at [www.deepdiamondltd.co.in](http://www.deepdiamondltd.co.in), websites of the Stock Exchanges i.e. BSE Limited (BSE) at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.nsdl.co.in](http://www.nsdl.co.in).
6. All the material documents referred to in this Notice, if any, shall be available for inspection based on requests received by the Company at registered office of the company on or before the last day of e-voting on postal ballot (i.e., July 11, 2023).
7. The Postal Ballot Notice is being sent to all the shareholders electronically, whose names appear in the Register of Members / List of Beneficial Owners as received from NSDL/Central Depository Services (India) Limited (CDSL) on June 02, 2023 being the record date, are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. The voting rights of such shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date.





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8. The voting through electronic means will commence on June 12, 2023 at 09:00 a.m. (IST) and will end on July 11, 2023 at 05:00 p.m. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
9. A shareholder cannot exercise his/her vote by proxy on Postal Ballot.
10. The Scrutinizer will submit their report to the Chairman or any other Director after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e., on or before July 13, 2023.
11. Resolution passed by shareholders with requisite majority, through Postal Ballot shall be deemed to have been passed at a General Meeting of Members convened on that behalf.
12. The result of the Postal Ballot will be communicated to all the Stock Exchanges where the equity shares of the Company are listed and will be available on the website of the Company at [www.deepdiamondltd.co.in](http://www.deepdiamondltd.co.in). The Ordinary Resolutions, if passed by the requisite majority, shall be deemed to have been passed on July 11, 2023 being the last date specified by the Company for e-voting.
13. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query / grievance with respect to E-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available under the Downloads section of NSDL's e-voting website or contact Mr. Abhijeet Gunjal, Assistant Manager, NSDL, Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400013 at Toll Free No. 1800 1020 990 / 1800 224 430 or at E-mail ID : [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
14. IMPORTANT INSTRUCTIONS TO SHAREHOLDERS REGARDING UPDATION OF DETAILS WITH THE COMPANY/ REGISTRAR AND SHARE TRANSFER AGENT/ DEPOSITORY PARTICIPANT.

Members who have not registered their e-mail addresses so far are requested to register the same so that they can receive all future communications from the Company electronically. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- For shares held in electronic form: By Contacting the Concerned Depository Participants (DPs)



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For shares held in physical form: By writing to [mangesh@unisec.in](mailto:mangesh@unisec.in) or [www.unisec.in](http://www.unisec.in), the Registrar and Share Transfer Agent (“RTA”) of the Company in prescribed Form ISR-1 along with relevant proofs and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023.

**Members holding shares in physical form are advised to update their KYC details and Nomination details as mandated under SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 to avoid freezing of their folios on or after May 31, 2023, with RTA.**

Members are further requested to note that non-availability of correct bank account details such as MICR (“Magnetic Ink Character Recognition”), IFSC (“Indian Financial System Code”) etc., which are required for making electronic payment will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or RTA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.

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 the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate 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 at [www.unisec.in](http://www.unisec.in) and on the Company’s website at [www.deepdiamondltd.co.in](http://www.deepdiamondltd.co.in) . It may be noted that any service request can be processed only after the folio is KYC Compliant.

SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests 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 dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.



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As per the provisions of Section 72 of the Companies Act, 2013 and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.

Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:

- a. Form ISR – 3: For opting out of nomination by shareholder(s)
- b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)

Further, Non-Resident Indian Members are requested to inform RTA, immediately of:

- a. Change in their residential status on return to India for permanent settlement.
- b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

## **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 for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on the 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 the 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.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section, this will prompt you to enter your existing User ID and Password. After successful



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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.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select **“Register Online for IDeAS Portal”** or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 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.
4. Shareholders/Members can also download NSDL Mobile App **“NSDL Speede”** facility by scanning the QR code mentioned below for seamless voting experience:

**NSDL Mobile App is available on**





# DEEP DIAMOND INDIA LIMITED

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned website.



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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33



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B) Login Method 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:

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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.





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## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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](mailto:csronakjhuthawat@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Abhijeet Gunjal; Assistant Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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**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:**

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](mailto: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](mailto: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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) 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.



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## **EXPLANATORY STATEMENT**

Pursuant to Sections 102 and other applicable provisions of the Companies Act, 2013 ("Act")

### **Item No. 01**

#### **To regularize the appointment of Mr. Ashish Jain (DIN: 10124476) from Additional Independent Director to Independent Director of the Company for a period of 5 years:**

The members of the Company are hereby informed that pursuant to resignation of Mr. Ajay Deepak Vadnerkar in from the post of independent director of the Company w.e.f. January 25, 2023 and accordingly in order to comply with the minimum number of independent directors on the Board of the Company pursuant to provisions of Section 149 (4) of the Companies Act, 2013 ("the Act"); Mr. Ashish Jain bearing DIN: 10124476 was appointed as an Additional Independent Director of the Company w.e.f. July 11, 2023 by the Board as per Section 161 of the Act subject to the approval of the members of the Company on the recommendation of the nomination and remuneration committee of the Company.

In this regard, please be further informed that pursuant to provisions of schedule IV Point IV (2) and Section 152 (2) and Regulation 17 (1C), 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements), 2015; approval of the members of the Company is required for appointment of Independent Director of the Company and accordingly the said agenda item is placed before the members of the Company for their deliberation, consideration and approval.

The Company has received the intimation from Mr. Ashish Jain; in Form DIR-8 stating that he is not disqualified to be appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 & Regulation 16(1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and his consent to act as Independent Director in Form DIR-2.

The members of the Company are also informed that as per explanation provided in Section 152 (6) of the Companies Act, 2013; Mr. Ashish Jain is not liable to retire by rotation and in the opinion of the Board Mr. Ashish Jain fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

Considering the aforementioned factual details and recommendation of the Nomination and remuneration Committee; the Board of Directors recommend to the members of the Company to regularize the appointment of Mr. Ashish Jain by appointing him as an Independent Director of the Company w.e.f. July 11, 2023.

The members of the Company are hereby further also informed that the term of 5 years of Mr. Ashish will commence from July 11, 2023 till July 10, 2028.



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A brief profile of Mr. Ashish Jain and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are annexed to this notice as **“Annexure A”**.

Mr. Ashish Jain is interested in the Special Resolution set out in Item No. 01 with respect to his appointment and her relative(s) may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company apart from this none of the other Directors, Key Managerial Personnel of the Company and any relatives of such other Directors Key Managerial Personnel are in any way connected or interested in the said resolution except with respect to their shareholding in the Company.

The members are requested to deliberate on the said matter and grant their approval if deemed fit.

## **ITEM NO. 2**

### **To consider and approve the acquisition of 100% shareholding of M/s MicroCure Biotech Private Limited by investing the surplus funds of the Company:**

Considering the future expansion plans of the Company; it is proposed to acquire 100% shareholding of M/s MicroCure Biotech Private Limited (hereinafter referred to as “the investee Company”) by investing the surplus funds of the Company amounting to INR 1,83,400/-.

In this regard, members are hereby informed that as per the Section 177 (4) (iv); 179(3)(e) and 188(1) of the Companies Act, 2013 and the rules made thereunder, the Audit Committee and Board of Directors of the Company have approved the acquisition of 100% shareholding of M/s MicroCure Biotech Private Limited by investing the surplus funds of the Company at their respective meetings held on April 06, 2023.

The members are further informed that the acquisition is in the interest of the Company considering the future expansion plans of the company.

The members are further informed that the aforementioned transaction is a Related party Transaction pursuant to Section 188 of the Companies Act, 2013 as M/s MicroCure Biotech Private Limited is a Related party as per Section 2(76)(iv) of the Act as Mr. Narendra Kumar Shrimali; Director of the Company holds 50% shares and voting rights of the investee Company and as the said transaction is not in the ordinary course of business of the Company approval of the members of the Company is required for the same and accordingly the said matter is placed before the members of the Company for their deliberation, consideration and approval.

The members are further informed that the valuation report for concluding the value of the shares of the investee Company is given by Mr. Shalin Patel (Chartered Accountant) and accordingly the aforementioned transaction of acquisition will be on arm’s length but not in the ordinary course of business.



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Further the minimum particulars of the aforementioned related party transaction pursuant to Explanation (3) to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are mentioned below in brief for ease of reference of members:

Sr. No.	Particulars	Information
1.	Name of the Related Party	M/s Microcure Biotech Private Limited
2.	Name of the Directors or KMP who is related	Mr. Narendra Kumar Shrimali
3.	Nature of relationship	Mr. Narendra Kumar Shrimali (Executive Director and Chief Financial Officer) of the Company holds 50% shares and voting Rights of M/s Microcure Biotech Private Limited
4.	Nature of material terms, monetary value and particulars of the contract or arrangement	Deep Diamond India Limited i.e., the Company is acquiring 20,000 shares (100% shareholding) of M/s Microcure Biotech Private Limited at Rs.9.17 per share (Valuation Price) amounting to INR. 1,83,400/- and accordingly the said transaction of acquisition will be on arm's length but not in the ordinary course of business.
5.	Other information relevant to the aforementioned Related Party Transaction	Not applicable

Mr. Narendra Kumar Shrimali (Executive Director & Chief Financial Officer) is interested in the Ordinary Resolution set out at Item No. 2 with respect to acquisition of M/s. MicroCure Biotech Private Limited and his relative(s) may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company apart from this none of the other Directors, Key Managerial Personnel of the Company and any relatives of such other Directors Key Managerial Personnel are in any way connected or interested in the said resolution except with respect to their shareholding in the Company.

The members are requested to deliberate on the said matter and grant their approval if deemed fit.

### **ITEM NO. 3**

**To approve the change in designation of Ms. Sonali Laddha bearing (DIN: 09782074) from Director to Whole-Time Director for a period of 5 years w.e.f. July 11, 2023:**

Ms. Sonali Laddha (DIN: 09782074) was appointed as Director of the Company with effect from March 25, 2023 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and



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Disclosure Requirements) Regulations, 2015 ("Listing Regulations") by members of the Company through the Postal ballot.

In this regard please be further informed that considering her daily active involvement and valuable contribution in carrying out the business operations of the Company the nomination and remuneration committee of the Company have recommended to change her designation from Director to Whole Time Director.

Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of her experience and exposure in pharmacy, the Board of Directors of the Company at its meeting held on April 24, 2023, has re-designated Ms. Sonali Laddha from Executive Director (Whole Time category) to Whole Time Director for a period of 5 years w.e.f. July 11, 2023, subject to approval of the members of the Company. The terms and condition of her appointment are as similar as mentioned in the resolution set out in item no. 3 above.

Pursuant to Section 196 (4) of the Act the appointment of Whole-time director is required to be approved by a resolution at the general meeting of the Company and accordingly the approval of the members is requested for the aforesaid appointment through the process of postal ballot.

A brief profile of Ms. Sonali Laddha and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are annexed to this notice as **"Annexure B"**.

Ms. Sonali Laddha is interested in the Ordinary Resolution set out at Item No. 3 with respect to her appointment and her relative(s) may be deemed to be interested in the said Resolution to the extent of their shareholding interest, if any, in the Company apart from this none of the other Directors, Key Managerial Personnel of the Company and any relatives of such other Directors Key Managerial Personnel are in any way connected or interested in the said resolution except with respect to their shareholding in the Company.

The members are requested to deliberate on the said matter and grant their approval if deemed fit.



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## **ANNEXURE A TO THE EXPLANATORY STATEMENT**

### **Brief resume of Directors being appointed pursuant to Regulation 36(3)(a) of the Listing Regulations and Information pursuant to Clause 1.2.5 of the Secretarial Standard – II on General Meetings (SS-2) regarding Director seeking appointment / re-appointment:**

Name of the Director	Mr. Ashish Jain
Director Identification Number (“DIN”)	10124476
Category	Non-Executive Independent Director
Date of Birth	August 25 ,1981
Nationality	Indian
Date of First Appointment on the Board	April 24, 2023
Relationship with Directors	None
Qualification	Diploma in Pharmacy
Experience/ Expertise in specific functional area	Pharma Industry
Details of Board Meetings attended by the Director during the year	1
Terms and Conditions of Appointment along with remuneration	As per the Resolution and Explanatory Statement.
Remuneration last drawn	Nil
List of Directorships held in other Companies	Nil
Membership/Chairmanship of Committees across other Companies.	Nil
Number of shares held in the Company including shareholding as beneficial owners	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has experience and knowledge of working in the field of pharma Industry and has the capabilities of quality delivery in the upgradation of business.
Justification for choosing the appointee for appointment as Independent Director	He has experience and knowledge of working in the field of pharma Industry and has the capabilities of quality delivery in the upgradation of business.



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## ANNEXURE B TO THE EXPLANATORY STATEMENT

**Brief resume of Directors being appointed pursuant to Regulation 36(3)(a) of the Listing Regulations and Information pursuant to Clause 1.2.5 of the Secretarial Standard – II on General Meetings (SS-2) regarding Director seeking appointment / re-appointment:**

Name of the Director	Ms. Sonali Laddha
Director Identification Number (“DIN”)	09782074
Category	CEO and Director
Date of Birth	September 22 ,1996
Nationality	Indian
Date of First Appointment on the Board	January 1, 2023
Relationship with Directors	None
Qualification	Education in Pharmacy
Experience/ Expertise in specific functional area	Product registration/management, execution of pharma-related licences and market building
Details of Board Meetings attended by the Director during the year	6
Terms and Conditions of Appointment along with remuneration	As per the Resolution and Explanatory Statement.
Remuneration last drawn	40,000 per month/-
List of Directorships held in other Companies	Hemonc Pharma Private Limited
Membership/Chairmanship of Committees across other Companies.	Nil
Number of shares held in the Company	Nil

**Registered Office:**

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Mumbai-400063,  
Maharashtra, India

**By order of the Board of Directors  
For DEEP DIAMOND INDIA LIMITED**

**Sd/-**

**Ganpat Lal Nyati  
Managing Director  
DIN: 09608005**

**Date: April 24, 2023**

**Place: Mumbai**