



"With Endless Choices of Diamonds"

SHEETALDIAMONDS LIMITED

Registered Office

Diamond & Diamond Jewellery Manufacturers & Exporters

Office No: BW2030. Bharat Diamond Bourse, BandraKurla Complex, Bandra (E) , Mumbai-400 051 (INDIA)
Email id: accounts@sheetaldiamonds.com

Date: 25th May, 2023

To,
Department of Corporate Service (DCS-CRD),
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Ref: Sheetal Diamonds Limited

Scrip Code: 530525

Subject: Notice of an Extra Ordinary General Meeting (EOGM) of the Company

Dear Sir/Madam,

This is to inform you that an Extra Ordinary General Meeting of the members of the Company will be held on Saturday, June 17, 2023 at 02:00 pm (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), which shall be deemed to be held at the registered office of the Company to transact the business as set out in Notice convening the said EOGM in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

In compliance with the relevant circulars, the Notice of an EOGM of the Company is being sent through electronic mode to the Shareholders of the Company whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent.

Kindly take the above information on record.

Thanking You.

Yours faithfully,

For SHEETAL DIAMONDSLIMITED

VINOD
TRIKAMLAL
SHAH
Date: 2023.05.25
17:55:18 +05'30'

MR, VINOD TRIKAMLAL SHAH
MANAGING DIRECTOR
(DIN: 01859634)



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Email id: accounts@sheetaldiamonds.com

CIN: L56912MH1994PLC083945

NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (EOGM) OF THE MEMBERS OF SHEETAL DIAMONDS LIMITED ("THE COMPANY") WILL BE HELD ON SATURDAY 17TH JUNE, 2023, AT 2.00 P.M. THROUGH VIDEO CONFERENCING (VC)/ AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

SPECIAL BUSINESS:

ITEM NO. 01:

To Increase Authorised Share Capital of the Company and consequential amendment in Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 6,00,00,000 (Rupees Six Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Re. 5/- each to Rs. 12,00,00,000 (Rupees Twelve Crore Only) divided into 2,40,00,000 (Two Crore Forty Lakhs) Equity Shares of Rs. 5/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stated the following: -

"V. The Authorised Capital of the Company is 12,00,00,000/- (Rupees Twelve Crore Only) divided into 2,40,00,000 (Two Crore Forty Lakhs) Equity Shares of Rs. 5/- each with power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

ITEM NO. 02: Approval for Adoption of new set of Articles of Association of the Company as per Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for adoption of the new set of Articles of Association of the Company in place of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Director of the Company be and are hereby severally authorized on behalf of the Company to take all necessary steps in this regard in order to facilitate the legal and / or procedural formalities including filing of necessary forms/returns with the Registrar of Companies/ Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with powers on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO.03:**To approve the issuance of equity shares on preferential basis:**

To approve the offer or invitation to subscribe to equity shares by way of preferential allotment, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to (i) the provisions of Sections 23, Section 42, 62 (1) (c), and other applicable provisions of the Companies Act, 2013 (‘Act’) read with the Rule 13 of the Companies (Share Capital and Debentures) Rule, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rule, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 [SEBI (ICDR) Regulations, 2018]; (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015]; (iv) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 [SEBI (SAST) Regulations, 2011]; (v) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), stock exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other statutory / regulatory authority; (vi) the Memorandum and Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to create, offer, issue and allot in one or more tranches upto 1,25,00,0000 (One Crore Twenty Five Lakhs) Equity shares of Rs.5/- (Indian Rupee Five Only) face value (“Shares”) at an issue price of Rs. 9/- per share/- (Indian Rupees 9 Only) for a consideration at cash not exceeding an aggregate amount of Rs. 11,25,00,000/- (Rupees Eleven Crore Twenty Five Lakhs Only) to the following investor(the “Allottee”) by way of preferential allotment on a private placement basis (“Preferential Allotment”), to the Promoter/Non-Promoter category as specified below, in accordance with the Chapter V of the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws:

Sr. No.	Name of the Allottee	Category	Number of equity shares Applied
1	Mr. Rajnishkumar S Singh	Currently: Non-Promoter category Post Open Offer under Takeover Regulations: Promoter & Promoter Group category	43,75,000 (Forty Three Lakhs Seventy Five Thousand)
2	Kamla Yugraj Jain	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
3	Karamveer Yugraj Jain	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
4	Jain Karamveer Yugraj HUF	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
5	Abhilasha Rajiv Bokaria	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
6	Kavita Vasant Bokaria	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
7	Vasant Maniklal Bokaria	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
8	Rajiv Maniklal Bokaria	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)

9	Rajiv M Bokaria HUF	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
10	Vasant M Bokaria HUF	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
11	Kamal Binani	Non Promoter	5,00,000 (Five Lakhs)
12	Naman Binani	Non Promoter	5,00,000 (Five Lakhs)
13	Rasiklal P Sanghavi (HUF)	Non Promoter	10,00,000 (Ten Lakhs)
14	Yogesh R Sanghavi	Non Promoter	10,00,000 (Ten Lakhs)
15	Meet N Mehta	Non Promoter	10,00,000 (Ten Lakhs)
16	Raj Narendra Mehta	Non Promoter	10,00,000 (Ten Lakhs)
17	Harshad Rasiklal Sheth	Non Promoter	10,00,000 (Ten Lakhs)
18	Rushabh Sevantilal Sanghavi	Non Promoter	10,00,000 (Ten Lakhs)
Total			1,25,00,000 (one Crore Twenty Five Lakhs)

RESOLVED FURTHER THAT pursuant to the Regulation 161 of the SEBI [ICDR] Regulations, 2018, the relevant date is Thursday, May 18, 2023, being a day preceding 30th day prior to the date of this Extra-Ordinary General Meeting (EOGM).

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- a) The proposed Equity Shares shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the proposed Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date receipt of last of such approvals. The allotment of Equity Shares to the Promoter is proposed to be completed within a maximum period of 15 days from the date of expiry of the period specified under sub-regulation (1) of Regulation 20 of the Takeover Regulations or date of receipt of all statutory approvals required for completion of open offer under Takeover Regulations, in case no offer is made under sub regulation (1) of Regulation 20 of the Takeover Regulations;
- b) An amount equivalent to 100% of the issue price will be payable at the time of subscription of Equity Shares, as prescribed by the SEBI (ICDR) Regulations.
- c) The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.

- d) The Equity Shares to be so allotted shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects including dividend, with the existing equity shares of the Company;
- e) The Equity Shares will be listed on the Bombay Stock Exchange i.e. BSE where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;
- f) The Equity Shares issued shall be locked-in as per the provisions of Chapter V of SEBI ICDR Regulations, 2018 and any amendment thereto from time to time.
- g) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder;
- h) The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares.
- i) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Equity shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**For Sheetal Diamonds Limited
By Order of the Board of Directors**

Sd/-

**Date: 20th May, 2023
Place: Mumbai**

**Mr. Vinod Trikamlal Shah
Managing Director
DIN: 01859634**

NOTES:

- 1) Pursuant to General Circular nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 10/2022 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022 and 28th December 2022 respectively (collectively referred to as "MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/CFD/PoD-2CMD2/P/CIR/P/2023/4-dated 12th May, 2020, 15th January, 2021, 13th May, 2022, and 5th January 2023 (collectively referred to as "SEBI Circulars") respectively issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, the holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members has been permitted. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Listing Regulations'), MCA Circulars and SEBI Circulars, the EOGM of the Company is being held through VC/OAVM which does not require the physical presence of the Members at a common venue. The proceedings of the EOGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EOGM.
- 2) As this EOGM is being held through VC/OAVM and physical attendance of the Members has been dispensed with in line with the MCA Circulars and the SEBI Circulars, the facility for appointment of proxies by the Members will not be available for the EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 3) Corporate Members intending to authorize their representatives to attend the EOGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.
- 4) The Members of the Company can join the EOGM through VC/OAVM 15 minutes before the scheduled time of the commencement of the EOGM. The facility of participation at the EOGM through VC/OAVM will be made available to at least 1000 Members of the Company on first come first served basis. This will not include large Members (Members holding 2% or more shares of the Company), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of various Committees of the Company, Auditors etc. who are allowed to attend the EOGM without any restriction.
- 5) The attendance of the Members at the EOGM through VC/OAVM will be counted for the purpose of determining the quorum under Section 103 of the Act.
- 6) This EGM Notice is being sent, through electronic mode in pursuance to the Applicable Circulars to all the Members whose name appears in the Register of Members as on Friday May, 19, 2023.
- 7) In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and various MCA Circulars, the Company is pleased to provide its Members with the e-voting facility to exercise their right to vote on the proposed resolutions electronically. For this purpose, the Company has appointed Mr. Hemant Shetye, Practicing Company Secretary, having Membership No. FCS-2827 & Certificate of Practice No. 1483, and/ or Mr. Ketan

Shirwadkar Practicing Company Secretary, having Membership No. ACS-37829 & Certificate of Practice No. 15386, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

- 8) The Company has engaged National Securities Depository Limited ("NSDL") as the agency to provide the e-voting facility and the instructions for e-voting are provided as part of this Notice.
- 9) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Saturday 10th June, 2023.
- 10) The e-voting period begins on Wednesday, June 14, 2023 at 9.00 a.m. and ends on Friday, June, 16 2023 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cutoff date of Friday, June 09, 2023, may cast their vote electronically. Thereafter the e-voting module shall be disabled by NSDL for voting.
- 11) A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
- 12) The certificate of the Practicing Company Secretary certifying that the issue is being made in accordance with the requirements of the Chapter V of the SEBI ICDR Regulation is annexed to this Notice of EOGM.
- 13) Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate immediately any change in their address or bank mandates immediately to the Company.
- 14) Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
- 15) Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc., from the Company electronically.
- 16) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday June 10, 2023.
- 17) A copy of this notice has been placed on the website of the Company at <https://www.sheetaldiamonds.com> and the website of NSDL at <https://www.evoting.nsdl.com>.
- 18) The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the EOGM unblock the votes in the presence of at least two (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, forthwith to the Chairman.
- 19) In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice of the Company is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participant (DP) in respect of shares held in electronic form and made available to the Company by the Depositories. Considering the difficulties caused due to the Covid-19 pandemic, MCA and SEBI have dispensed with the requirement of printing and

sending physical copies of the Notice of this Meeting and the notice will be sent via email, to all those members who have registered their email ids with the Company or the Registrar and Transfer Agent or the Depositories or the Depository Participants as on Friday May 19, 2023.

- 20) Members who have not registered their E-mail address so far, are requested to register their e-mail for receiving all communication including Notices etc. from the Company electronically. Members can do this by updating their email addresses with their depository participants.

Registration of E-mail ID:

(a) In case, the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent / Depositories, log in details for e-voting are being sent on the registered email address.

(b) In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate, the following instructions to be followed:

(i) Kindly log in to the website of the RTA, namely, Satellite Corporate Services Pvt. Ltd., <http://www.satellitecorporate.com> in under Investor Services > Email/Bank detail Updation - 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.

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

- 21) Corporate Members intending to nominate their authorised representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting to sheetaldiamond@gmail.com with the subject line "Corporate Nomination for EGM".
- 22) As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA on service@satellitecorporate.com
- 23) Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar and Transfer Agent.
- 24) 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 account. Members holding shares in physical form shall submit their PAN details to the Company or to the Registrar and Share Transfer Agent. SEBI has also mandated that for registration of transfer of securities, the transferor(s) and transferee(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities at sheetaldiamond@gmail.com.
- 25) In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020, had enabled 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 e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- 26) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Saturday 10th June 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in 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 forgot 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 toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Saturday 10th June 2023 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- 27) Since the EOGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Wednesday June 14, 2023 at 9:00 A.M. and ends on Friday, June 16, 2023 at 5:00 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. Saturday 10th, 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 June 09, 2023.

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 demataccounts 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a PersonalComputer 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-Votingservices 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. 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 use 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 are 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 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.

<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 or joining virtual meeting & voting during the meeting.</p>
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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
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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</p>

B) Login Method for e-Voting 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***

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 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 and General Meeting is in active status.
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 hs@hspnassociates.in 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Sanjiv Yadav 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:

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 sheetaldiamonds@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 sheetaldiamonds@gmail.com. If you are an Individual shareholders 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.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.

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 EOGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EOGM 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 EOGM
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
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 EOGM 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 EOGM 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 are requested to click on VC/OAVM link placed under Join General 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 sheetaldiamonds@gmail.com. The same will be replied by the company suitably.

6. Registration of Speaker related point needs to be added by company.

**For Sheetal Diamonds Limited
By Order of the Board of Directors**

Date: 20th May, 2023

Place: Mumbai

Sd/-

Mr. Vinod Trikamlal Shah

Managing Director

DIN: 01859634

THIS EXPLANATORY STATEMENT MAY ALSO BE REGARDED AS A DISCLOSURE UNDER REGULATION 163 OF THE SEBI (ICDR) REGULATIONS, 2018 AND THE SECRETARIAL STANDARD - 2.

Item No. 1 and 2

The present Authorized Share Capital of the Company is Rs. 6,00,00,000 (Rupees Six Crore Only) comprising of 1,20,00,000 (One Crore Twenty Lakhs Only) Equity Shares of Re.5- each.

Considering the proposed issue of Equity Shares, in order to accommodate the issue of equity shares, the Board at its Meeting held on Saturday, May 20, 2023 had accorded its approval for increasing the Authorized Share Capital from Rs. 6,00,00,000 (Rupees Six Crore) divided into 1,20,00,000(One Crore Twenty Lakhs Only) Equity Shares of Re. 5/- each to Rs. 12,00,00,000 (Rupees Twelve Crore Only) divided into 2,40,00,000 (Two Crore Forty Lakhs) equity share of Re.5/- each ranking *pari passu* with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital. Therefore, the proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

Changes will also have to be carried out in the Articles of Association to give effect to the increase in Authorized Capital of the Company. Further it is just and prudent to wholly adopt new Articles of Association in line with the Companies Act, 2013. Adoption of new Articles of Association will require shareholders' approval.

A copy of the Memorandum and Articles of Association of the Company duly amended will be available for inspection on the request of Shareholders.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Special Resolution.

Item No. 3

The Company's existing promoters has executed a Share Purchase Agreement ("SPA") with Mr. Rajnishkumar Singh (Proposed Promoter/Investor) dated Saturday 20th May, 2023. Further, Mr. Rajnishkumar Singh has also executed a Share Subscription Agreement ("SSA") with the Company dated Saturday 20th May, 2023, which inter alia contains the terms and conditions of the issue and allotment of the Subscription Shares (defined below).

Execution of the definitive agreement (i.e., the "SPA" and "SSA" ("Definitive Agreement")) has triggered an obligation on the investor to make an open offer to the equity shareholders of the Company in terms of applicable regulations of SEBI (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 ("Open Offer"). Subject to the approval of the members of the Company, regulatory approvals and the SPA and SSA becoming effective, the Investor will acquire control over the Company to become a promoter in accordance with the Definitive Agreement. The underlying objective of the Preferential Allotment is to enable the Investor to become a promoter of the Company in accordance with the SPA and SSA.

In view of the above the Board of Directors of the Company at their meeting held on Saturday, May 20, 2023 had, subject to the approval of the members of the Company ('Members') and such other approvals as may be required, approved the issue of following securities to the Promoter/ Non-Promoter on a preferential basis, for cash consideration ('Preferential Allotment'). Further in accordance with the provisions contained in Regulation 166A of ICDR Regulations, as the proposed preferential issue could result in change in control of the company, the independent directors of the Company met on Saturday, May 20, 2023 prior to the Board meeting and after considering all the aspects relating to the preferential issue including pricing recommended the issue to the Board unanimously. The said meeting was attended by both the independent directors of the Company.

The Consent of shareholders vide Special Resolution is hereby accorded to Board to create, offer, issue and allot in one or more tranches upto 1,25,00,000 (One Crore Twenty Five Lakhs) equity share of Re.5/- (Indian Rupee Five only) face value ("Shares") at an issue price of Re. 9/- per share/- (Indian Rupees Nine Only) for a consideration at cash not exceeding an aggregate amount of Rs. 11,25,00,000 (Rupees Eleven Crore Twenty-Five Lakhs only).

An amount equivalent to 100% of the issue price will be payable at the time of subscription of Equity Shares, as prescribed by the SEBI (ICDR) Regulations.

As per Sections 42 and 62 and other applicable provisions if any of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, consent of the shareholders by way of special resolution is sought for issuing the equity shares as stated in the resolution on a preferential basis.

The Information pertaining to the proposed preferential allotment in terms of the Chapter V of SEBI (ICDR to is as stated below.

1. objects of the preferential issue

The object of this preferential issue is to utilize the proceeds of the Preferential Issue of Equity Shares as under:

Utilization of Gross Proceeds

The broad range of intended use of the gross proceeds of the issue is as under:

Sr. No.	Particulars	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Supporting the cash flow requirements for any new Business of the Company;	After Statutory Approval within one Month
2	Expansion of Business of the Company;	After Statutory Approval within one Month
3	Working capital requirements as envisaged by the Company as outlined in the Business;	After Statutory Approval within one Month
4	General Corporate Purpose	After Statutory Approval within one Month

Note: Estimated Amount to be utilized shall be inter-se decided by the Board at their own discretion.

Further in terms of BSE Notice No. 20221213-47 dated December 13, 2022, if the issue size of preferential issues exceeds Rs. 100 Crore (Rupees Hundred Crores) then each object for which the funds are proposed to be raised, amount of funds to be utilized against each object, tentative timeline for utilization of issue proceeds for each object to be stated. Since the issue does not exceed Rs. 100 Crore (Rupees Hundred Crore), the provisions of said notice are not applicable, however as matter of good corporate governance the company has disclosed the details of each object and tentative timeline for utilization of issues proceeds.

2. The maximum number of specified securities to be issued

The Board of Directors at its meeting held on Saturday May 20, 2023, had subject to the approval of the

Members and such other approvals as may be required, approved the issuance and allotment of up to 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares at issue price of Re.5 per share (Indian Rupees ~~Five~~ Only) at an issue price of Rs. 9/- per share/-(Indian Rupees Nine Only) for a consideration at cash not exceeding an aggregate amount of Rs. 11,25,00,000/- (Rupees Eleven Crore Twenty-Five Lakhs only), on a preferential basis.

3. Price at which the allotment is proposed

The Equity Shares to be issued and allotted will be of the face value of Re.5/- each and will be issued at Rs. 9 /- per share (Indian Rupees Nine Only).

4. Basis on which the price has been arrived

The Equity Shares of the Company are listed on BSE Limited ('BSE') and are frequently traded as per the provisions of ICDR Regulations as on the Relevant Date. Further, since the proposed allotment to the allottees would be more than 5% of the post issue share capital the issue shall result in change in Control. Thus, in compliance with Regulation 164 and 166A of the ICDR Regulations and AOA of the Company as the preferential issue to the proposed allottee is more than five per cent of the post issue fully share capital of the Company, the minimum issue price per equity share is higher of the price determined through following methods was considered:

- i. The Equity Shares of the Company are listed on BSE Limited ("BSE") and are frequently traded as per provisions of ICDR Regulations. In terms of the provisions of Regulation 164 of the SEBI ICDR Regulations, the minimum price at which the Equity Shares may be issued computes to ₹[8.85/-] each.
- ii. The price determined through Valuation report dated 20th May, 2023 issued by Mr. Suman Kumar Verma Independent Registered Valuer of IBBI (Reg No. IBBI/RV/05/2019/12376 having office at RZ-26P/205E Lane 10, Indra Park, Palam Colony, New Delhi 110045 is Rs. [8.85/-]/- per Equity Share. The said report is available on the website of the Company at www.sheetaldiamonds.com.
- iii. Method of determination of price as per the Articles of Association of the Company - Not applicable as the Articles of Association of the Company has no specific provision relating to determination of a floor price/ minimum price of the shares issued on preferential basis.

Thus, the price of the Equity to be allotted on preferential basis is Rs. 9/- (India Rupees Nine Only) each to the proposed allottees, which is higher than above mentioned prices. The Board of Directors in its meeting held on Saturday 20th May, 2023 has approved the preferential issue at an issue price of Rs. 9/- [India Rupees Nine Only (inclusive of a premium of ₹4/-per share)] or such other price as arrived at in accordance with provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, whichever is higher. Accordingly, the above issue price is higher than the 'floor price' determined as per the above 'relevant date' and therefore is in accordance with the authorization granted by the Board.

5. Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date is Thursday May 18, 2023 which is thirty days prior to the date of Extra Ordinary General Meeting (EGM to be held on Saturday June 17, 2023.)

6. The class or classes of persons to whom the allotment is proposed to be made

It is proposed to allot 1,25,00,000 (One Crore Twenty-Five Lakhs) Equity Shares to the Promoters/ Non-Promoter category on a preferential basis at cash.

7. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue;

The Present Promoters are not subscribing to the new issue of shares however a Share Purchase Agreement was executed between existing Promoters & new Acquirer dated 20th May, 2023 . By virtue of the said Share Purchase Agreement [SPA] THE EXISTING 15,99,982 EQUITY SHARES OF Rs. 5/ each will be acquired by the acquirer pursuant to Open Offer as per regulation 3 [1] & 4 of Sebi Substantial acquisition of shares, regulations 2011 as amended. 43,75,000 Equity Shares will be subscribed by the Acquirer [New Promotor] at the price of Rs 9/- (India Rupees Nine Only) at cash, other than this no Promoters, Directors or Key Managerial Personnel of the Company are subscribing to this issue.

8. Proposed time within which the allotment shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

In terms of Regulation 170 of the SEBI ICDR Regulations, preferential allotment of said Equity Shares to the Proposed Promoter will be completed within a period of 15 (fifteen) days from the last date of competing offer as per Takeovers Regulation or date of receipt of all statutory approvals required for the completion of an open offer under the Takeover Regulation.

9. Names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them

The details of the proposed allottees and the percentage of post preferential offer capital that will be held by:

Sr. No.	Name of Applicant	No of Equity Shares	Pre-Share holding*	% Pre-Share Holding#	Post-Share holding	% Post-Share Holding #	Category
1	Mr. Rajnishkumar S Singh	43,75,000	0.00	0.00	43,75,000	19.44	Currently: Non-Promoter category

							Post Open Offer under Takeover Regulations : Promoter & Promoter Group category
2	Ms. Kamla Yugraj Jain	1,25,000	0.00	0.00	1,25,000	0.56	Non Promoter
3	Mr. Karamveer Yugraj Jain	1,25,000	0.00	0.00	1,25,000	0.56	Non Promoter
4	Jain Karamveer yugraj HUF	1,25,000	0.00	0.00	1,25,000	0.56	Non Promoter
5	Ms. Abhilasha Rajiv Bokaria	1,25,000	0.00	0.00	1,25,000	0.56	Non Promoter
6	Ms. Kavita Vasant Bokaria	1,25,000	0.00	0.00	1,25,000	0.56	Non Promoter
7	Mr. Vasant Maniklal Bokaria	1,25,000	0.00	0.00	1,25,000	0.56	Non Promoter
8	Mr. Rajiv Maniklal Bokaria	1,25,000	0.00	0.00	1,25,000	0.56	Non Promoter
9	Rajiv M Bokaria HUF	1,25,000	0.00	0.00	1,25,000	0.56	Non Promoter
10	Vasant M Bokaria HUF	1,25,000	0.00	0.00	1,25,000	0.56	Non Promoter
11	Mr. Kamal Binani	5,00,000	0.00	0.00	5,00,000	2.22	Non Promoter
12	Mr. Naman Binani	5,00,000	0.00	0.00	5,00,000	2.22	Non Promoter

13	Rasiklal P Sanghavi HUF	10,00,000	0.00	0.00	10,00,000	4.44	Non Promoter
14	Mr. Yogesh R Sanghavi	10,00,000	0.00	0.00	10,00,000	4.44	Non Promoter
15	Mr. Meet N Mehta	10,00,000	0.00	0.00	10,00,000	4.44	Non Promoter
16	Mr. Raj Narendra Mehta	10,00,000	0.00	0.00	10,00,000	4.44	Non Promoter
17	Mr. Harsahd Rasiklal Sheth	10,00,000	0.00	0.00	10,00,000	4.44	Non Promoter
18	Rushabh Sevantilal Sanghavi	10,00,000	0.00	0.00	10,00,000	4.44	Non Promoter

Note- *Pre-Shareholding pattern as on 31st March, 2023.

pre and post shareholding in percentage is rounded off till third decimal.

10. The change in control if any, of the Company that would occur consequent to preferential offer

Due to subscription to 59,74,982 Equity Shares (15,99,982 vide SPA and 43,75,000 vide preferential issue) by Mr. Rajnishkumar S Singh (proposed Promoter) Open offer in terms of SEBI, Takeover Code Regulations, 2011, regulation 3[1] & 4, as amended will be triggered resulting into change of control in the Board of Directors & control of the Company.

11. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Since the allotment is done for cash therefore a report of registered valuer is not required for the Preferential Allotment, under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014. However, the Company has sought a valuation report as required under Regulation 166A of the SEBI ICDR Regulations.

13. Shareholding Pattern before and after preferential issue of the capital would be as follows:

Sr. No.	Category	*Pre-Issue		Post Issue	
		No. of Shares held	% of shares Held	No of Shares Held	% of Share Holding
A	Promoters' holding				
	1. Indian Promoters				
	Individual	1599982	16.00	5974982	26.56
	Body Corporate	0.00	0.00	0.00	0.00
	Sub total				
	2. Foreign Promoters	0.00	0.00	0.00	0.00
	Sub Total (A)	1599982	16.00	5974982	26.56
B	Non-Promoters Holding				
	1. Institutional Investors	63200	0.63	63200	0.28
	2. Non-Institution				
	Body Corporate	147109	1.47	147109	0.65
	Directors	0.00	0.00	0.00	0.00
	Indian Public (Individual and HUFs)	7465072	74.64	15590072	69.29
	Others (Including NRI, clearing member)	724637	7.25	724637	3.22
	Sub Total (B)	8400018	84.00	16525018	73.44
	Grand Total (A+B)	1,00,00,000	100.00	2,25,00,000	100.00

Note- *Pre-issue Shareholding pattern as on 31st March, 2023.

14. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control;

Sr. No	Name of Allottee	Beneficial owner
1.	Jain Karamveer Yugraj HUF	Karamveer Yugraj Jain
2.	Rajiv M Bokaria HUF	Rajiv Maniklal Bokaria
3.	Vasant M Bokaria HUF	Vasant Maniklal Bokaria
4.	Rasiklal P Sanghavi (HUF)	Rasiklal Sanghavi

Note: The prospective allottees except mentioned above, are individual. Therefore, the ultimate beneficial owners of the shares are same persons to whom the equity shares are proposed to be allotted.

15. the current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

Sr. No.	Name of the Allottee	Category	Number of equity shares Applied
1	Mr. RajnishKumar S Singh	Currently: Non-Promoter category Post Open Offer under Takeover Regulations: Promoter & Promoter Group category	43,75,000 (Forty Three Lakhs Seventy Five Thousand)
2	Kamla Yugraj Jain	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
3	Karamveer Yugraj Jain	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
4	Jain Karamveer Yugraj HUF	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
5	Abhilasha Rajiv Bokaria	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
6	Kavita Vasant Bokaria	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
7	Vasant Maniklal Bokaria	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
8	Rajiv Maniklal Bokaria	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
9	Rajiv M Bokaria HUF	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
10	Vasant M Bokaria HUF	Non Promoter	1,25,000 (One Lakh Twenty Five Thousand)
11	Kamal Binani	Non Promoter	5,00,000 (Five Lakhs)
12	Naman Binani	Non Promoter	5,00,000 (Five Lakhs)
13	Rasiklal P Sanghavi (HUF)	Non Promoter	10,00,000 (Ten Lakhs)
14	Yogesh R Sanghavi	Non Promoter	10,00,000 (Ten Lakhs)
15	Meet N Mehta	Non Promoter	10,00,000 (Ten Lakhs)
16	Raj Narendra Mehta	Non Promoter	10,00,000 (Ten Lakhs)
17	Harshad Rasiklal Sheth	Non Promoter	10,00,000 (Ten Lakhs)
18	Rushabh Sevantilal Sanghavi	Non Promoter	10,00,000 (Ten Lakhs)
Total			1,25,00,000 (One Crore Twenty Five Lakhs)

There will be a change in the control of the Company, since post preferential allotment of Equity Shares and successful completion of the open offer, Mr. Rajnishkumar S Singh (Proposed Promoter), shall acquire and exercise control at least to the extent of 26.56% in the Company.

16. Undertakings:

The Company hereby undertakes that, In accordance with the SEBI ICDR Regulations:

- I. None of the Company, its Directors or Promoters is categorized as willful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- II. None of its Directors or Promoters is fugitive economic offenders as defined under ICDR Regulations.
- III. As the equity shares have been listed on a recognized Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.
- IV. There are no outstanding dues to the Board, the stock exchanges or the depositories
 - I. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
 - II. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above warrants/shares shall continue to be locked-in till the time such amount is paid by the allottees.

17. Other Undertakings:

- I. None of the Allottees have sold/transferred any Equity Shares of the Company during the 90 trading days preceding the Relevant Date
- II. No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them; and
- III. valuation requirement is not applicable as the securities are proposed to be issued for cash consideration. However, the Company has obtained Valuation Report as required under Regulation 166A of the SEBI ICDR Regulations. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company and shall be made in a dematerialized format only.

18. Lock-in Period

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

19. Listing:

The Company will make an application to the Bombay Stock Exchange for listing of the equity shares to be allotted to the Investor. Such equity shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend, and voting rights.

20. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:

None of the Company, its Directors or Promoter have been declared as willful defaulter or a fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

21. Other disclosures

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto

and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to the Promoter/Non-Promoter being sought by way of a special resolution as set out in the said item of the Notice.

The Authorized Equity Share Capital of the Company is proposed be to increased subject to shareholders approval, in order to issue equity shares.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.3 of the accompanying Notice for approval by the Members of the Company.

The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories;

The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

The Company is in compliance with the conditions for continuous listing;

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the above said resolution; however, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company, if any.

22. Compliances:

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

23. SEBI Takeover Code:

Execution of the Definitive Agreements has triggered an obligation on the Mr. Rajnishkumar S Singh to make an open offer to the equity shareholders of the Company in terms of applicable regulations of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Open Offer").

Except for Mr. Rajnishkumar S Singh, none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchanges, if required.

24. Practicing Company Secretary Certificate:

A Certificate from Mr. Hemant Shetye, Designated Partner of HSPN & Associates LLP, Practicing Company Secretary confirming that the proposed issue of equity shares is in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and will be placed before the EOGM for inspection by the members of the Company. Also, the certificate is available on the website of the Company under the weblink <https://www.sheetaldiamonds.com>

25. Monitoring Agency:

Since the issue size is not above One hundred Crores, the Company will not have to make arrangements for the use of proceeds of the issue to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

26. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares, such shares shall be first offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of a special resolution.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot equity shares as stated in the resolution, which would result in a further issuance of securities of the Company to the public on a preferential allotment basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

**For Sheetal Diamonds Limited
By Order of the Board of Directors**

Sd/-

**Date: 20th May, 2023
Place: Mumbai**

**Mr. Vinod Trikamlal Shah
Managing Director
DIN: 01859634**