



# GOLKUNDA DIAMONDS & JEWELLERY LIMITED

REGD. OFF. : G-30, GEMS & JEWELLERY COMPLEX - III, SEEPZ, ANDHERI (EAST), MUMBAI - 400 096. INDIA.  
Tel. : (91-22) 2829 0155 / 2829 0156 / 6693 8470 Fax : 2829 0373 Email : admin@golkunda.com Web : www.golkunda.com  
CIN No.: L36912MH1990PLC050729

Date: 26 September, 2016

To,  
The Manager,  
**BSE Limited,**  
Corporate Relationship Department,  
P. J. Tower, Dalal Street,  
Mumbai - 400 001

**Sub** : Regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015- Annual Report 2015-2016.

Dear Sir,  
Pursuant to Regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed duly approved and adopted Annual Report by the Members in AGM as per provisions of Companies Act, 2013.

Kindly take the same on your record.

Thanking You,

Yours Faithfully,

For Golkunda Diamonds & Jewellery Ltd.

*P. N. Sanghavi*  
Pooja Sanghavi  
(Company Secretary)



# GOLKUNDA DIAMONDS & JEWELLERY LIMITED



**26th Annual Report  
2015- 2016**





## **GOLKUNDA DIAMONDS & JEWELLERY LIMITED**

**REGISTERED OFFICE** G-30, Gems & Jewellery, Complex - III, SEEPZ, Andheri (East), Mumbai - 400 096

### **BOARD OF DIRECTORS**

Mr. Kanti Kumar Dadha	(Chairman & Managing Director)
Mr. Karan Singh Baid	(Whole Time Director)
Mr. Arvind Dadha	(Whole Time Director)
Mr. B. K. Ashok	(Independent Director)
Mr. Gautam Dadha	(Independent Director)
Mr. Mangilal Maloo	(Independent Director)
Mrs. Roli Gupta	(Independent Director) (upto 12.08.2016)
Ms. Rajani Poddar	(Independent Director) (w.e.f. 12.08.2016)
Mr. Ashish Dadha	(Chief Financial Officer)
Ms. Pooja Sanghavi	(Company Secretary) (w.e.f. 02.05.2015)

### **PRINCIPLE BANKERS**

State Bank of India  
Punjab National Bank

### **AUDITORS**

M/s. Motilal & Associates  
Chartered Accountants, Mumbai

### **WORKS**

G-30, Gems & Jewellery Complex - III,  
SEEPZ, Andheri (East), Mumbai - 400 096

### **REGISTRAR**

Sharex Dynamic (India) Pvt. Ltd.  
Unit – 1, Luthra Industrial Premises,  
Safed Pool, Andheri Kurla Road,  
Andheri (East), Mumbai – 400 072.  
Tel.: 2851 5606 / 2851 5644  
Email : investor@sharexindia.com

### **DEMATERIALIZATION OF SECURITIES**

ISIN-INE798D1015

### **CORPORATE IDENTITY NUMBER:**

CIN: L36912MH1990PLC058729

### **WEBSITE**

www.golkunda.com



## NOTICE

**NOTICE** is hereby given that the 26th Annual General Meeting of the members of **Golkunda Diamonds & Jewellery Limited**, will be held at Suncity Residency Hotel, Eden- Hall, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (East), Mumbai - 400 093 on Wednesday, 21st September, 2016 at 3.00 P.M. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date together with report of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March 2016.
3. To appoint a Director in place of Mr. Karan Singh Baid (Holding DIN: 00283224) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider ratification of appointment of M/s. Motilal & Associates, Chartered Accountants, Mumbai, (Registration no.: 106584W), as the Statutory Auditors of the Company and to fix their remuneration.

### **SPECIAL BUSINESS:**

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Rajani Poddar (holding DIN: 07224114), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby approved and confirmed as a Non-Executive Independent Director of the Company w.e.f. 12.08.2016, for a period of five consecutive years and whose office shall not, be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

### **REGISTERED OFFICE:**

G-30, Gems & Jewellery Complex III,  
SEEPZ, Andheri (East),  
Mumbai-400 096

Date: 12.08.2016

By and on behalf of  
THE BOARD OF DIRECTORS  
**GOLKUNDA DIAMONDS & JEWELLERY LTD.**

**KANTI KUMAR DADHA**  
(Chairman & Managing Director)

### **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy form duly completed should be deposited at the registered office of the Company not less than forty-eight hours (48 hours) before the scheduled time of the Annual General Meeting. Blank Proxy Form is enclosed.  
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution /authority, as applicable.
2. A statement giving details of Director seeking re-appointment under item no. 3 & 5 of the accompanying notice as required by Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed herewith.
3. The Register of Members and Share Transfer Books of the Company will be closed from 15.09.2016 to 21.09.2016 (Both days inclusive) for the purpose of determining eligibility of members entitled to dividend.
4. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the Annual General Meeting is annexed to this Notice.
5. Relevant documents referred to in accompanying Notice and statement are open for the inspection by the members at the Registered Office of the Company on all working day (except Saturday) during business hours up to date of the Annual General Meeting.
6. Corporate members intending to send their authorized representatives at the Annual General Meeting are requested to send a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
7. Dividend as may be declared shall be payable to members of the company whose names appear:
  - (a) As beneficial owners as at the close of the business hours on September 14, 2016 as per the details to be furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited in respect of shares held in electronic form; and
  - (b) As members in the register of members of the company after giving effect to valid share transfers in physical form lodged with the company on or before September 14, 2016. Transfer documents received after September 14, 2016 will not be considered for the aforesaid purposes.



8. All the members who have either not received or have not yet encashed their dividend warrant(s) for the financial year March 31, 2011, March 31, 2014 and March 31, 2015 till date are requested to write to the Company's Registrar and Share Transfer Agent at the address mentioned below for obtaining duplicate dividend warrant without further delay.
9. Members holding shares in the electronic form are advised that their bank details, as furnished to the company by the respective depositories, viz., NSDL & CDSL, will be printed on the dividend warrants. Members holding shares in electronic form are further advised to communicate to their respective depository participants, changes, if any, in their address/bank account. Members desiring to receive dividend through electronic clearing system may submit the requisition accordingly.
10. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company at least 10 days prior to the date of meeting so that the requisite information can be readily made available at the meeting.
11. Members / proxies are requested to bring the copies of annual report and attendance slip duly filled while attending the meeting.
12. All the members are requested to register their e-mail id with Sharex Dynamic (India) Pvt. Ltd., Registrar and share transfer agent for the purpose of service of documents under Section 20 of the Companies Act, 2013 by e-mode instead of physical service of documents.
13. The members holding the shares in physical form can avail of the nomination facility in terms of Section 72 of the Companies Act, 2013, by furnishing Form SH. 13 (in duplicate) to the Company or the Registrar and Share Transfer Agent of the Company. The said form will be made available on request. In case of shares held in dematerialized form, a nomination form will have to be lodged by the members with their DPs.
14. The Securities and Exchange Board of India has notified that the shareholders/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders / transferee of shares (including joint holders) are requested to furnish a self attested copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action.
15. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14th September, 2016 may follow the same procedure as mentioned below for e-Voting. However, if you are already registered with CDSL for remote e-voting then you can use your exiting password for casting your vote.
16. **E-Voting:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules) Rules, 2014, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services (e-voting from a place other than the venue of AGM) provided by CDSL, on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 18.09.2016 at 9.00 A.M. and ends on Tuesday, 20.09.2016 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 cut-off date (record date) of 14.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.  * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Gokunda Diamonds and Jewellery Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- \* Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - \* A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - \* After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - \* The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - \* A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Ms. Hetal Shah, Practicing Company Secretary (Membership No. FCS 8063), has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The voting rights of Members shall be in proportion to their shares of the paid – up equity share capital of the Company as on 14th September, 2016.
- (xxiii) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again.
- (xxiv) The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the general meeting.
- (xxv) The Scrutinizer after scrutinizing the votes cast at the Annual General Meeting and through remote e-voting will not later than three days of the conclusion of Annual General Meeting make a consolidated Scrutinizer's Report and submit the same to the Chairman.
- (xxvi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gokunda.com](http://www.gokunda.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com).



## Explanatory statement pursuant to section 102 of the Companies Act, 2013

### ITEM NO. 5:

The Board of Directors of the Company ('the Board') at the meeting held on 12th August, 2016 on the recommendation of the Nomination & Remuneration Committee and subject to approval of Members, approved the appointment of Ms. Rajani Poddar having confirmed Director Identification Number 07224114 as an Additional Non-Executive Independent Director of the Company in terms of Section 149, 152, 161 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof.

The Company has received a notice in writing from a shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Ms. Rajani Poddar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Ms. Rajani Poddar (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Accordingly, the Ordinary Resolution proposed at Item No. 5 seek the approval of shareholders for the appointment of Ms. Rajani Poddar as Independent Director of the Company for a term of 5 (five) consecutive years.

In the opinion of the Board, Ms. Rajani Poddar fulfill the conditions for appointment as an Independent Director as specified in the Act and the Listing Agreement with the Stock Exchanges and she is independent of the management.

Brief resume of Ms. Rajani Poddar pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided below.

Given her expertise, knowledge and experience, the Board of Directors considers appointment of Ms. Rajani Poddar as an Independent Director in the interest of the Company and recommends resolution as set out in the accompanying Notice for approval of Members.

Except the Independent Director (who may be deemed to be interested in the proposed resolutions) none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions proposed in Item No. 5.

### ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

#### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

1. Details of Director seeking Re-Appointment at the forthcoming Annual General Meeting:

Name of Director	Mr. Karan Singh Baid
Date of Birth	29.08.1948
Nationality	Indian
Date of Appointment on the Board	10.11.2011
Qualification	B.E.
Expertise	Jewellery Manufacturing & Marketing
Number of shares held in the Company	1,85,156 Equity Shares
List of Directorships held in other companies	1
Chairman/ Member of the Committee of the Board of Companies in which he is Director (other than Golkunda)	0

2. Details of Director seeking Appointment as an Independent Director at the forthcoming Annual General Meeting:

Name of Director	Ms. RAJANI PODDAR
Date of Birth	28/09/1964
Nationality	Indian
Date of Appointment on the Board	12.08.2016
Qualification	Post Graduate/Master/Equivalent
Expertise	Strategic Planning and Finance and Jewellery Designing
Number of shares held in the Company	Nil
List of Directorships held in other companies	1 WESTERN INDIA SHIPYARD LIMITED
Chairman/ Member of the Committee of the Board of Companies in which he is Director (other than Golkunda)	0





## BOARD REPORT

To the Members,  
**GOLKUNDA DIAMONDS AND JEWELLERY LIMITED**  
Mumbai

Your Directors have pleasure in submitting their 26th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

### **FINANCIAL RESULTS / STATE OF COMPANY'S AFFAIRS:**

The summarized standalone results of your Company are given in the table below:

(Amt. in Rs)

Particulars	Financial Year Ended	
	31/03/2016	*31/03/2015
Net Sales / Income from Business Operations	97,67,72,730	93,49,05,271
Other Income	45,150	-
Total Income	97,68,17,880	93,49,05,271
Provision for Depreciation / Amortization	29,20,793	32,15,954
Profit/(loss) after Depreciation & before Provision for Tax	4,23,42,121	3,18,74,872
Less: Provision for Income Tax (Current Tax)	1,45,00,000	1,17,70,000
Less: Deferred Tax	(3,22,685)	(2,70,274)
Less: Prior period tax adjustment	-	2,57,657
Net Profit/(Loss) After Tax	2,81,64,806	2,01,17,489
Amount of Dividend / Provision for Dividend	41,78,448	34,82,040
Amount Propose to be transferred to General Reserve	25,00,000	25,00,000
Earning per share (Basic & Diluted)	4.04	2.89

\*Previous year's Figures have been regrouped / rearranged wherever necessary

### **DIVIDEND:**

Your Directors are pleased to recommend a final dividend of Rs. 0.6/- i.e. @ 6% per Equity Share for the financial year ended 31.03.2016. The dividend, if approved and declared in the forthcoming Annual General meeting would result a Dividend outflow of Rs. 41,78,448/- and dividend Distribution Tax of Rs. 8,50,634/- aggregating a total outflow of Rs. 50,29,082/-.

### **TRANSFER OF UNCLAIMED / UNPAID AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND:**

Your Company does not have any funds as contemplated under Section 125 of the Companies Act, 2013 lying unpaid or unclaimed which were required to be transferred to Investor Education and Protection Fund (IEPF).

### **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the disclosures under section 134(3)(g) of the Companies Act, 2013 are not applicable.

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with related parties which may have potential conflict with interest of the company at large. The particulars of such contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 are attached herewith in Annexure I in Form No. AOC-2.

All Related Party transactions were placed before the Audit Committee and the Board for Approval.

The Policy of Related party transactions/Disclosures are approved by the Board is posted on the Company's website viz [www.golkunda.com](http://www.golkunda.com).

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

The Company does not have any Subsidiary, Joint venture or Associate Company and hence no further disclosure is required in this regard.

### **CHANGE IN THE NATURE OF BUSINESS:**

There has been no change in the nature of Business during the year under review.



**DEPOSITS:**

Your Company has neither accepted / renewed any deposits from public during the year nor has any outstanding deposits in terms of Section 73 of the Companies Act, 2013.

**SHARE CAPITAL:**

As on 31st March, 2016, the issued, subscribed and paid up share capital of your Company stood at Rs. 6,96,40,800/- (Rupees Six Crores Ninety Six Lacs Forty Thousand Eight Hundred Only), comprising 69,64,080 (Sixty Nine Lacs Sixty Four Thousand Eighty) Equity shares of Rs.10/- each.

The Company has neither not issued shares with differential voting rights nor granted any stock options or issue any sweat equity or issued any Bonus Shares. Further, the Company has not bought back any of its securities during the year under review and hence no details / information invited in this respect.

**INTERNAL FINANCIAL CONTROLS:**

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

**NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:**

During the financial year under review, the Company had 5 (Five) Board meetings on 02.05.2015, 28.05.2015, 13.08.2015, 07.11.2015 and 12.02.2016. The details of attendance of Directors at the Board Meeting are disclosed under Corporate Governance section of Annual Report.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Ms. Roli Gupta who was appointed as an Independent Director has resigned w.e.f. 12.08.2016 due to her pre-occupation with other commitments and inability to devote sufficient time to the affairs of the Company. The Company has appointed Ms. Rajani Poddar as an Additional Independent Director w.e.f. 12.08.2016. Pursuant to the provisions of 161 read with 149 of the Companies Act, 2013, her appointment needs to be confirmed by the members at the ensuing Annual General Meeting. The Company has received necessary letter under section 160 of the Companies Act, 2013 proposing her candidature as an Independent Director of the Company at the ensuing Annual General Meeting along with requisite deposit.

Mr. Karan Singh Baid retires at ensuing Annual General Meeting and being eligible offer himself for re-election.

The Company has appointed Ms. Pooja Sanghavi as Company Secretary and Compliance Officer of the Company w.e.f. 02.05.2015.

Mr. Ashish Dadha is acting as Chief Financial Officer of the Company.

**DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) that the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively during the year.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DECLARATION OF INDEPENDENT DIRECTORS:**

The Company has received necessary declaration from each Independent Director under section 149(7) of the Companies Act, 2013, that he / she meets the criteria for independence as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**BOARD EVALUATION:**

Pursuant to provisions of Companies Act, 2013, Schedule IV and Clause 49 of the erstwhile Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

In line with effective governance requirements, the Board reviews its own performance annually using a pre-determined template designed as a tool to facilitate the evaluation process. The assessment was built around the functioning of the Board as a whole, its Committees and also the evaluation of Individual Directors.

While the individual directors' performance was reviewed by the Chairman and the rest of the Board excluding the Director being evaluated, the Chairman's and Non-independent Directors performance was appraised through feedback from Independent Directors.



**AUDIT COMMITTEE:**

The Audit Committee consists of the following members:

Sr. No.	Name	Category	Position
1	Mr. Mangilal Maloo	Independent Director	Chairman
2	Mr. Gautam Dadha	Independent Director	Member
3	Mr. B. K. Ashok	Independent Director	Member

During the year under review, the Board has accepted all the recommendation of the Audit Committee.

The details of composition, terms of reference, meetings of committee, attendance of members at Committee meetings are available in the Corporate Governance Report and forms part of this Annual Report.

**WHISTLE BLOWER POLICY / VIGIL MECHANISM:**

In compliance with the provisions of section 177(9) of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreement and Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Company has adopted a Whistle Blower Policy as a vigil mechanism for directors and employees of the Company.

The Whistle Blower Policy is disclosed on the Company's website [www.golkunda.com](http://www.golkunda.com).

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

Pursuant to requirements of Clause 49 of the erstwhile Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a familiarization programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The Board Members are provided with all necessary documents/ reports and internal policies to enable them to familiarise with the Company's procedures and practices and keep themselves abreast of the latest corporate, regulatory and industry developments.

The same has been posted on website of the Company viz; [www.golkunda.com](http://www.golkunda.com).

**RISK MANAGEMENT:**

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**CORPORATE SOCIAL RESPONSIBILITY:**

In accordance with the provisions of Section 135 of the Companies Act, 2013 and Companies (CSR Policy) Rules, 2014, the Company has formulated and posted CSR Policy on website of the Company viz; [www.golkunda.com](http://www.golkunda.com).

The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, undertaken by the Company during the year is attached as an 'Annexure II' to this Report.

The details of composition, terms of reference, meetings of CSR committee, attendance of members at Committee meetings are available in the Corporate Governance Report and forms part of this Annual Report.

**NOMINATION & REMUNERATION COMMITTEE:**

In compliance with the provisions of Companies Act, 2013, your Company has 'Nomination & Remuneration Committee' with an enhanced scope and functions as stipulated under new law. The Nomination & Remuneration Committee comprises of Mr. Mangilal Maloo as Chairman and Mr. Gautam Dadha and Mr. B. K. Ashok as members of the Committee.

The details of composition, terms of reference, meetings of committee, attendance of members at Committee meetings are available in the Corporate Governance Report and forms part of this Annual Report.

**NOMINATION AND REMUNERATION POLICY:**

Pursuant to provisions of Section 178 of the Companies Act, 2013, the Board has, on recommendation of Nomination & Remuneration Committee, formulated a Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of Companies Act, 2013.

Nomination and Remuneration Policy has been annexed to the Corporate Governance Report.

**STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Your Company has 'Stakeholders Relationship Committee' with enhanced scope and functioning. The Stakeholders Relationship Committee comprises of Mr. Mangilal Maloo as Chairman and Mr. Gautam Chand Dadha and Mr. B. K. Ashok as members of the Committee.

The details of composition, terms of reference, meetings of committee and details of shareholders complains received, solved and pending are available in the Corporate Governance Report and forms part of this Annual Report.



**SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Nilesh Shah & Associates, Company Secretary in Practice, to undertake the Secretarial Audit of the Company for the year ended March 31, 2016.

The Secretarial Audit Report is annexed herewith as an 'Annexure III'.

The Secretarial Audit Report does not contain any material qualification, reservation or adverse remark.

**STATUTORY AUDITORS:**

M/s. Motilal & Associates, Chartered Accountants, were appointed as the Statutory Auditors for a period of 5 years in the Annual General Meeting held on 27.09.2014. Their continuance of appointment and payment of remuneration needs to be confirmed, ratified and approved in the ensuing Annual General Meeting. Your Directors recommend the ratification of appointment of Auditor at the ensuing Annual General Meeting.

**DETAILS OF FRAUD:**

There were no frauds which are reported to have been committed by employees or officers of the Company.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There was no material order passed by the judicial or quasi Judicial Authority which affects the Going Concern Status of the Company during the year under review.

**EXTRACTS OF ANNUAL RETURN:**

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in 'Annexure IV' and is attached to this Report.

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down the guidelines and procedure to be followed and disclosures to be made while dealing with the shares of the Company. The policy has been formulated to regulate, monitor, and ensure reporting of dealings by employees. The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosures of unpublished price sensitive information and code of conduct for prevention of insider trading is available on the website of the Company.

**LISTING AGREEMENT:**

The Securities and Exchange Board of India (SEBI) on September 2, 2015, issued SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement. The said LODR Regulations were effective from December 01, 2015. Accordingly, all listed Companies were required to enter into the new Listing Agreement within six months from the effective date. The Company has entered into the Listing Agreement with BSE Limited during March 31, 2016.

**LISTING FEES:**

The Equity Shares of the Company are listed on BSE Limited and Jaipur Stock Exchange of India Limited. The Company has paid the applicable listing fees to the above Stock Exchanges till date.

**INFORMATION UNDER REGULATION 34 (3) READ WITH SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

The information/disclosure as required pursuant to regulation 34 (3) read with schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is Nil

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

**(A) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION**

**Conservation of energy:**

The Company is engaged in manufacturing of gems and jewellery and as such its operations do not account for substantial energy consumption. However, the Company is taking all possible measures to conserve energy. Several environment friendly measures were adopted by the Company such as Installation of capacitors to save power, Installed Thin Film Transistor (TFT) monitors that saves power, LED Lights, Creating environmental awareness by way of distributing the information in electronic form, Minimising air-conditioning usage, Shutting off all the lights when not in use.



**Technology absorption:**

The Company follows the hybrid model to improve, optimize, cost efficiency, agility and manage costs through usage of infrastructure as per business cycles and needs. The activities and business of the Company are such that it does not involve use of ultra modern technologies.

**(B) FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Earning:		
Export at FOB basis:		Rs. 94,52,19,655/-
Foreign Exchange Outgo:		
Value of Import on CIF basis		
Raw Material	Rs. 23,65,10,780/-	
Studded Jewellery	Rs. 4,21,09,018/-	
Travelling Expenses	Rs. 4,05,740/-	Rs. 27,90,25,538/-

**EMPLOYEES:**

Information on particulars of employees' remuneration as per Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is reported to be nil as there are no employees who are in receipt of remuneration above the prescribed limit.

The details in terms of Sub - Section 12 of Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this Report as 'Annexure V'.

**DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

There were no instances / complaints reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**CORPORATE GOVERNANCE:**

A separate section covering the Management Discussion and Analysis and Corporate Governance as per the requirements of Clause 49 of the erstwhile Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR) is attached herewith and forms a part of this report.

The requisite certificate from the Statutory Auditors of the Company i.e. M/s Motilal & Associates, Chartered Accountants, Mumbai confirming compliance with the conditions of Corporate Governance as stipulated under the Clause 49 of the erstwhile Listing Agreement which was applicable up to November 30, 2015 and the New Listing Agreement read with regulation 34 (3) and schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is applicable w.e.f. December 01, 2015 is annexed to this Report.

The declaration signed by the Managing Director of the Company regarding compliance of Code of Conduct for Board members and Senior Management personnel forms part of this Report.

**CEO / CFO CERTIFICATION:**

In accordance with the provisions of the Listing Agreement pertaining to Corporate Governance norms, Mr. Kanti Kumar Dadha, Managing Director and Mr. Ashish Dadha, Chief Financial Officer, has certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial year ended 31.03.2016.

**ACKNOWLEDGEMENTS:**

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors deeply appreciate the committed efforts put in by employees at all levels, whose continued commitment and dedication contributed greatly to achieving the goals set by your Company. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
GOLKUNDA DIAMONDS AND JEWELLERY LIMITED

**KANTI KUMAR DADHA**  
Chairman & Managing Director

Date: 12.08.2016  
Place: Mumbai



## Annexure I

### Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered in during the year ended March 31, 2016, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

a)	Name(s) of the related party and nature of relationship	Mrs. Kusum Dadha, Wife of Mr. Kantikumar Dadha	Mr. Ashish Dadha, CFO & Son of Mr. Kantikumar Dadha
b)	Nature of contracts / arrangements / transactions	Rent	Salary
c)	Duration of the contracts / arrangements/transactions	On going	On going
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Payment of rent in respect of property used by the Company's Officers, Rs. 6,73,800/-	Payment of remuneration for acting as a Chief Financial Officer of the Company, Rs. 11,92,524/-
e)	Date(s) of approval by the Board	N.A.	13.11.2014
f)	Amount paid as advances, if any:	NIL	NIL

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
**GOLKUNDA DIAMONDS AND JEWELLERY LIMITED**

Date: 12.08.2016  
Place: Mumbai

**KANTI KUMAR DADHA**  
Chairman & Managing Director



**Annexure - II**

**Corporate Social Responsibility (CSR)**

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	As a socially responsible corporate citizen, your Company is committed to the core values of collective progress and welfare. The Company aims to undertake initiatives that create sustainable growth and empowers under privileged sections of society. The areas of focus of CSR for health, Education, Sustainable livelihood, etc.  The CSR Policy adopted by the Company be accessed <a href="http://www.golkunda.com">www.golkunda.com</a> .
2	The Composition of the CSR Committee.	1. Mr. Mangilal Maloo (Independent Director-Chairman) 2. Mr. Kanti Kumar Dadha (Executive Director) 3. Mr. Karan Singh Baid (Executive Director)
3	Average net profit of the company for last three financial year	Rs. 4,44,53,803/-
4	Prescribed CSR Expenditure (2% of the amount as in item 3 above)	Rs. 8,89,076/-
5	Details of CSR spent during the financial year. (a) Total amount to be spent for the financial year (b) Amount unspent, if any (c) Manner in which the amount spent during the financial year	Rs. 8,89,076/- N.A. As detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or Programs wise	Amount spent on the projects or programs Sub - heads: (1) Direct expenditure on projects or programs (2)Overheads	Cumulative expenditure upto to the reporting period	Amount spent: Direct or through implementing agency (give details of impementing agency)
1	Donation to a Trust engaged in the healthcare / education activities	Education	Valsad, Gujarat	Rs. 10,00,000/-	Rs. 10,00,000/-	Rs. 10,00,000/-	The Company has made donation to Shrimad Rajchandra Educational Trust
6	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.			Not Applicable			
7	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company			The Chairman on behalf of the CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.			



### Annexure III

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
**Golkunda Diamonds & Jewellery Limited**  
G-30, Gems & Jewellery, Complex III,  
SEEPZ, Andheri (East),  
Mumbai-400 096

Dear Sir / Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practice by **Golkunda Diamonds & Jewellery Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed with regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We further report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31st March, 2016, according to the provisions of:

- (i) The Companies Act, 2013 and the rules made there under; (including the statutory Books maintained by Company in terms of Provisions of Companies Act, 1956 and in force, during our Audit Period).
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (up to 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 w.e.f. 15th May, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 w.e.f. 01st December, 2015.
- (v) We have been given to understand that considering activities of the Company, there is no specific regulator / law subject to whose approval company can carry on / continue business operation and hence no comment is invited in respect of the same. The Company is situated under SEEPZ jurisdiction and subjected to the Compliance of SEEPZ Rules and Regulations. We have also in-principally verified systems and mechanism which is in place and followed by the Company to ensure Compliance of other applicable Laws like Labour Laws, Environmental Law, Regulation prescribed by SEEPZ Authorities etc. (in addition to the above mentioned Laws (i to iv) and applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the of the same.

We have also examined compliance with the applicable clauses of

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013 w.e.f. 01st July, 2015; and
- (b) The Listing Agreements entered into by the Company with Stock Exchange(s).

We further Report that, during the year, it was not mandatory on the part of the Company to comply with the following Regulations / Guidelines:

- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made there under in respect of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB);
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;





(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

Based on the above said information provided by the Company, we report that during the financial year under report, the Company has substantially complied with the provisions of the above mentioned Act/s including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Guidelines, Standards, etc. mentioned above save and except appointment of Company Secretary (i.e. part of Key Managerial Personnel) w.e.f. 02.05.2015. We have no other observation or instances of material non Compliance.

**Recommendations as a matter of best practice:**

In the course of our audit, we have made certain suggestions and recommendations for good corporate practices including timely intimation to Regulatory authorities of statutory disclosure /information, for its necessary consideration and implementation by the Company.

**We further report that:**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

We also report that adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a reasonable system exists for Board Members for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the representation made by the Company and its Officer, we herewith report that majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the minutes.

Based on the representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under report, the Company has not undertaken any event / action having a major bearing on the Company's statutory compliance and affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above

Note: This Report is to be read along with attached Letter provided as "Annexure - A".

Date: 12.08.2016  
Place:- Mumbai

Signature:-  
Name:- Nilesh Shah  
For:-Nilesh Shah & Associates  
FCS : 4554  
C.P. : 2631

**'ANNEXURE A'**

To  
The Members,  
**Golkunda Diamonds & Jewellery Limited**  
G-30, Gems & Jewellery, Complex III,  
SEEPZ, Andheri (East),  
Mumbai-400 096

Dear Sir / Madam,

**Sub : Our Report of even date is to be read along with this letter.**

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis (by verifying records as was made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company and we rely on Auditors Independent Assessment on the same.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Date: 12.08.2016  
Place:- Mumbai

Signature:-  
Name:- Nilesh Shah  
For:-Nilesh Shah & Associates  
FCS : 4554  
C.P. : 2631



**Annexure- IV**

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

**as on the financial year ended on March 31, 2016**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

<b>I. REGISTRATION AND OTHER DETAILS</b>	<b>Annexure – A</b>
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b> All Business activities of the Company contributing 10% or more of the total Turnover of the Company.	<b>Annexure – B</b>
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	<b>Annexure –C</b>
<b>IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b> i) Category wise Share Holding ii) Share Holding of Promoters iii) Change in Promoters Shareholding iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) v) <b>Shareholding of Directors and Key Managerial Personnel</b>	<b>Annexure – D</b> <b>Annexure – E</b> <b>Annexure – F</b> <b>Annexure – G</b> <b>Annexure – H</b>
<b>V. INDEBTEDNESS</b>	<b>Annexure – I</b>
<b>VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b> i) Remuneration to Managing Director, Whole-time Directors, Executive Director and/or Manager ii) Remuneration to other directors iii) Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD	<b>Annexure – J</b> Annexure – K Annexure – L
<b>VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES</b>	Not Applicable



## **ANNEXURE – A**

### **I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L36912MH1990PLC058729
2.	Registration Date	30.10.1990
3.	Name of the Company	Golkunda Diamonds and Jewellery Limited
4.	Category / Sub-Category of the Company	Public Company/Limited by shares
5.	Address of the Registered office and contact details	G-30, Gems & Jewellery, Complex III, Seepz, Andheri (East), Mumbai – 400096 Phone:022- 28290155/28290156 FAX No. 28290373 Email ID: admin@golkunda.com
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Sharex Dynamic (India) Private Limited Unit – 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai -400 072 Phone: 022-2851 5606 / 5644 / 6388 Fax: 022-2851 2885 Email ID: sharexindia@vsnl.com

## **ANNEXURE – B**

### **II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of Gold Jewellery studded with Diamonds and other stones	3211	100%

## **ANNEXURE – C**

### **III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

[No. of Companies for which information is being filled]: 1

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
1	Neverloose Properties & Investment Private Limited 133, Canning Street, 1st Floor, Room No. 8, Kolkata, WB - 700001	U70109WB1993PTC058194	Holding	56.95%	2(46)



**ANNEXURE – D**

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A</b>	<b>Promoter's</b>									
(1)	Indian									
a)	Individual/ HUF	11,15,464	0	11,15,464	16.017%	11,15,464	0	11,15,464	16.017%	0%
b)	Central Govt.	0	0	0	0%	0	0	0	0%	0%
c)	State Govt.(s)	0	0	0	0%	0	0	0	0%	0%
d)	Bodies Corp.	39,38,750	0	39,38,750	56.558%	39,66,122	0	39,66,122	56.951%	0.393%
e)	Banks / FI	0	0	0	0%	0	0	0	0%	0%
f)	Any other	0	0	0	0%	0	0	0	0%	0%
	Sub-total (A) (1):	50,54,214	0	50,54,214	72.575%	50,81,586	0	50,81,586	72.968%	0.393%
(2)	Foreign									
a)	NRI's- Individuals	0	0	0	0%	0	0	0	0%	0%
b)	Other-Individuals	0	0	0	0%	0	0	0	0%	0%
c)	Bodies Corp.	0	0	0	0%	0	0	0	0%	0%
d)	Banks / FI	0	0	0	0%	0	0	0	0%	0%
e)	Any Other	0	0	0	0%	0	0	0	0%	0%
	<b>Sub-total (A) (2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
	<b>Total Shareholding Promoter (A) = (A)(1) + (A)(2)</b>	<b>50,54,214</b>	<b>0</b>	<b>50,54,214</b>	<b>72.575%</b>	<b>50,81,586</b>	<b>0</b>	<b>50,81,586</b>	<b>72.968%</b>	<b>0.393%</b>
<b>B.</b>	<b>Public Shareholding</b>									
1.	Institutions									
a)	Mutual Funds	0	0	0	0%	0	0	0	0%	0%
b)	Banks / FI	100	0	100	0.001%	100	0	100	0.001%	0%
c)	Central Govt. (s)	0	0	0	0%	0	0	0	0%	0%
d)	State Govt	0	0	0	0%	0	0	0	0%	0%
e)	Venture Capital Funds	0	0	0	0%	0	0	0	0%	0%
f)	Insurance Companies	0	0	0	0%	0	0	0	0%	0%
g)	FII's	0	0	0	0%	0	0	0	0%	0%
h)	Foreign Venture Capital Funds	0	0	0	0%	0	0	0	0%	0%
i)	Others (specify)	0	0	0	0%	0	0	0	0%	0%
	<b>Sub-total (B)(1):</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0.001%</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0.001%</b>	<b>0%</b>
2.	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	72,967	14,700	87,667	1.259%	75,180	14,700	89,880	1.291%	0.032%
ii)	Overseas	0	0	0	0%	0	0	0	0%	0%
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,73,693	10,18,095	16,91,788	24.293%	6,96,000	10,04,695	17,00,695	24.421%	0.128%
ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1,14,065	15,900	1,29,965	1.866%	74,556	15,900	90,456	1.299%	(0.567%)
c)	Others (specify)									
i)	Non Resident Indian	346	0	346	0.005%	1,163	0	1,163	0.017%	0.012%
ii)	Clearing Members	0	0	0	0%	200	0	200	0.003%	0.003%
	<b>Sub-total (B)(2):</b>	<b>8,61,071</b>	<b>10,48,695</b>	<b>19,09,766</b>	<b>27.423%</b>	<b>8,47,099</b>	<b>10,35,295</b>	<b>18,82,394</b>	<b>27.031%</b>	<b>(0.392%)</b>
	<b>Total Public Shareholding (B) = (B)(1)+ (B)(2)</b>	<b>8,61,171</b>	<b>10,48,695</b>	<b>19,09,866</b>	<b>27.424%</b>	<b>8,47,199</b>	<b>10,35,295</b>	<b>18,82,494</b>	<b>27.032%</b>	<b>(0.392%)</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>									
		0	0	0	0%	0	0	0	0%	0%
	<b>Grand Total (A+B+C)</b>	<b>59,15,385</b>	<b>10,48,695</b>	<b>69,64,080</b>	<b>100%</b>	<b>59,28,785</b>	<b>10,35,295</b>	<b>69,64,080</b>	<b>100%</b>	<b>0%</b>



**ANNEXURE – E**

**ii) Shareholding of Promoter-**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Kantikumar Dadha	2,95,558	4.244%	0	2,95,558	4.244%	0	NIL
2	Karan Singh Baid	1,85,156	2.659%	0	1,85,156	2.659%	0	NIL
3	Arvind Dadha	3,44,435	4.946%	0	3,44,435	4.946%	0	NIL
4	Sushila Baid	3,000	0.043%	0	3,000	0.043%	0	NIL
5	Mayank Baid	38,100	0.547%	0	38,100	0.547%	0	NIL
6	Kusum Dadha	93,320	1.340%	0	93,320	1.340%	0	NIL
7	Ashish Dadha	1,55,895	2.239%	0	1,55,895	2.239%	0	NIL
8	Neverloose Properties & Investment Pvt. Ltd	39,38,750	56.558%	0	39,66,122	56.951%	0	0.393%
	<b>Total</b>	<b>50,54,214</b>	<b>72.575%</b>	<b>0</b>	<b>50,81,586</b>	<b>72.968%</b>	<b>0</b>	<b>0.393%</b>

**ANNEXURE – F**

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Particulars	Shareholding at the beginning of the year		Date	Increase			Decrease		Cumulative Shareholding during the year		At the end of the year	
	No. of shares	% of total shares of the co.		Allotment (specify type)	transfer	Others specify	transfer	Others specify	No. of shares	% of total shares of the co.	No. of shares	% of total shares of the co.
Neverloose Properties & Investment Pvt. Ltd	39,38,750	56.558%	12.06.15	-	3,350	-	-	-	39,42,100	56.606%	39,42,100	56.606%
			30.06.15	-	250	-	-	-	39,42,350	56.61%	39,42,350	56.61%
			28.08.15	-	4,500	-	-	-	39,46,850	56.674%	39,46,850	56.674%
			25.09.15	-	6,590	-	-	-	39,53,440	56.769%	39,53,440	56.769%
			30.10.15	-	5,839	-	-	-	39,59,279	56.853%	39,59,279	56.853%
			13.11.15	-	6,752	-	-	-	39,66,031	56.95%	39,66,031	56.95%
		25.12.15	-	91	-	-	-	39,66,122	56.951%	39,66,122	56.951%	

**ANNEXURE – G**

**iv) Shareholding Pattern of top ten Shareholders:**

(other than Directors, Promoters and Holders of GDRs and ADRs):

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase			Decrease		Cumulative Shareholding during the year		At the end of the year	
	No. of shares	% of total shares of the co.		Allotment (specify type)	transfer	Others specify	transfer	Others specify	No. of shares	% of total shares of the co.	No. of shares	% of total shares of the co.
1 Meena Devi	64,000	0.919%	-	-	-	-	-	-	-	-	64,000	0.919%
2 Religare Finvest Ltd	29,300	0.421%	-	-	-	-	-	-	-	-	29,300	0.421%
3 VSL Securities Pvt Ltd	22,049	0.317%	-	-	-	-	-	-	-	-	22,049	0.317%
4 Shiv Kumar Baid	15,900	0.228%	-	-	-	-	-	-	-	-	15,900	0.228%
5 Mohmed Jamal Noorani	5,000	0.072%	06.11.15	-	2,531	-	-	-	7,531	0.108%	7,531	0.108%
			20.11.15	-	-	-	7,486	-	45	0.001%	45	0.001%
			31.12.15	-	956	-	-	-	1,001	0.014%	1,001	0.014%
			22.01.16	-	3,699	-	-	-	4,700	0.067%	4,700	0.067%
			29.01.16	-	-	-	640	-	4,060	0.058%	4,060	0.058%
			05.02.16	-	1,496	-	-	5,556	0.08%	5,556	0.08%	



			12.02.16	-	1,349	-	-	-	6,905	0.099%	6,905	0.099%	
			19.02.16	-	1,595	-	-	-	8,500	0.122%	8,500	0.122%	
			26.02.16	-	2,286	-	-	-	10,786	0.155%	10,786	0.155%	
			04.03.16	-	100	-	-	-	10,886	0.156%	10,886	0.156%	
			11.03.16	-	-	-	330	-	10,556	0.152%	10,556	0.152%	
6	Harsha V	20,426	0.293%	16.10.15	-	-	-	5,000	-	15,426	0.022%	15,426	0.022%
				23.10.15	-	-	-	345	-	15,081	0.217%	15,081	0.217%
				30.10.15	-	-	-	5,081	-	10,000	0.144%	10,000	0.144%
7	Nanda Nahar	19,467	0.28%	30.06.15	-	5	-	-	-	19,472	0.28%	19,472	0.28%
				10.07.15	-	600	-	-	-	20,072	0.288%	20,072	0.288%
				25.09.15	-	650	-	-	-	20,722	0.298%	20,722	0.298%
				23.10.15	-	-	-	5,000	-	15,722	0.226%	15,722	0.226%
				06.11.15	-	-	-	5,722	-	10,000	0.144%	10,000	0.144%
8	Sumermall Kothari	8,517	0.122%	-	-	-	-	-	-	-	8,517	0.122%	
9	Usha Devi Agarwal	8,400	0.121%	-	-	-	-	-	-	-	8,400	0.121%	
10	Periodical Investment & Fin P Ltd	6,300	0.09%	-	-	-	-	-	-	-	6,300	0.09%	

## ANNEXURE – H

### v) Shareholding of Directors and Key Managerial Personnel:

Form each of Directors and KMP	Shareholding at the beginning of the year		Increase Date			Decrease Date		Cumulative Shareholding during the year		At the end of the year	
	No. of shares	% of total shares of the company	Allotment (specify type)	transfer	Others specify	transfer	Others specify	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Kanti Kumar Dadha	2,95,558	4.244%	-	-	-	-	-	-	-	2,95,558	4.244%
Mr. Karan Singh Baid	1,85,156	2.659%	-	-	-	-	-	-	-	1,85,156	2.659%
Mr. Arvind Kumar Dadha	3,44,435	4.946%	-	-	-	-	-	-	-	3,44,435	4.946%
Mr. Gautam Dadha	NIL	NIL	-	-	-	-	-	-	-	NIL	NIL
Mr. Mangilal Maloo	NIL	NIL	-	-	-	-	-	-	-	NIL	NIL
Mr. Ashok Kumar K. Bekal	NIL	NIL	-	-	-	-	-	-	-	NIL	NIL
Ms. Roli Gupta	NIL	NIL	-	-	-	-	-	-	-	NIL	NIL
Mr. Ashish Dadha	1,55,895	2.239%	-	-	-	-	-	-	-	1,55,895	2.239%
Ms. Pooja Sanghavi	NIL	NIL	-	-	-	-	-	-	-	NIL	NIL

## ANNEXURE – I

### V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

		Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	<b>Indebtedness at the beginning of the financial year</b>				
i)	Principal Amount	34,74,52,945	-	-	34,74,52,945
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	<b>34,74,52,945</b>	<b>-</b>	<b>-</b>	<b>34,74,52,945</b>
	<b>Change in Indebtedness during the financial year</b>				
i)	Addition	23,46,900	-	-	23,46,900
ii)	Reduction	(65,69,751)	-	-	(65,69,751)
	<b>Net Change</b>	<b>(42,22,851)</b>	<b>-</b>	<b>-</b>	<b>(42,22,851)</b>
	<b>Indebtedness at the end of the financial year</b>				
i)	Principal Amount	34,32,30,094	-	-	34,32,30,094
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	<b>34,32,30,094</b>	<b>-</b>	<b>-</b>	<b>34,32,30,094</b>



**ANNEXURE – J**

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr.No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Kanti Kumar Dadha (Managing Director)	Mr. Karan Singh Baid (Whole Time Director)	Mr. Arvind Dadha (Whole Time Director)	
1	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1492860	1363674	1363674	4220208
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	255649	38588	16870	311107
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission				
	- as % of profit				
	- others, specify...				
5	Others, please specify	—	—	—	—
	<b>Total (A)</b>	<b>17,48,509</b>	<b>14,02,262</b>	<b>13,80,544</b>	<b>45,31,315</b>
	<b>Ceiling as per the Act</b>	<b>30,00,000</b>	<b>30,00,000</b>	<b>30,00,000</b>	<b>90,00,000</b>

**ANNEXURE – K**

**B. Remuneration to other directors**

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Mangilal Maloo	Mr. Gautam Chand Dadha	Mr. Ashok Kumar K. Bekal	Ms. Roli Gupta	
1	Independent Directors					
(a)	Fee for attending board /committee meetings	20,000	20,000	—	—	40,000
(b)	Commission	—	—	—	—	—
(c)	Others, please specify	—	—	—	—	—
	<b>Total (1)</b>	<b>20,000</b>	<b>20,000</b>	<b>—</b>	<b>—</b>	<b>40,000</b>
2	Other Non-Executive Directors					
(a)	Fee for attending board committee meetings	—	—	—	—	—
(b)	Commission	—	—	—	—	—
(c)	Others, please specify	—	—	—	—	—
	<b>Total (2)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>—</b>
	<b>Total (B)=(1+2)</b>	<b>20,000</b>	<b>20,000</b>	<b>—</b>	<b>—</b>	<b>40,000</b>
	<b>Total Managerial Remuneration</b>	<b>20,000</b>	<b>20,000</b>	<b>—</b>	<b>—</b>	<b>40,000</b>
	Overall Ceiling as per the Act (per Board Meeting)	1,00,000	1,00,000	—	—	—

**ANNEXURE – L**

**C. Remuneration to Key Managerial Personnel Other Than MD / Manager / WTD**

Sr. No.	Particulars of Remuneration Key Managerial Personnel	Key Managerial Personnel		Total
		CFO Mr. Ashish Dadha	CS Ms. Pooja Sanghavi	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11,92,524	1,65,545	13,58,069
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission	—	—	—
	- as % of profit	—	—	—
	- Others, specify.....	—	—	—
5	Others, please specify	—	—	—
	<b>Total</b>	<b>11,92,524</b>	<b>1,65,545</b>	<b>13,58,069</b>



### Annexure- V

The details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of Director/KMP and Designation	Remuneration of Director/KMP for the F.Y. 2015-16	% increase in Remuneration in the F.Y. 2015-16	Ratio of remuneration of each Director/ KMP to median remuneration of employees
Mr. Kantikumar Dadha (Managing Director & KMP)	Rs. 17,48,509/-	19.52	10.34:1
Mr. Karan Singh Baid (Whole Time Director)	Rs. 14,02,262/-	20.08	8.32:1
Mr. Arvind Dadha (Whole Time Director)	Rs. 13,80,544/-	17.74	8.19:1
Mr. Ashish Dadha (Chief Financial Officer- KMP)	Rs. 11,92,524/-	19.99	7.09:1
Ms. Pooja Sanghavi (Company Secretary- KMP)	Rs. 1,65,545/-	NA	0.97:1

2. The median remuneration of employees of the Company during the financial year was Rs. 171187/-. In the FY 2015-16, there was an increase of 12.42% in the median remuneration of employees;
3. There were 74 number of permanent employees on the rolls of the Company as on 31st March, 2016;
4. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16, and comparison with the increase in the managerial remuneration for the same financial year.

Remuneration paid to employees excluding managerial personnel for the FY 2014-15	Remuneration paid to employees excluding managerial personnel for the FY 2015-16	% change in remuneration paid to employees excluding managerial personnel	Remuneration paid to managerial personnel for the FY 2014-15	Remuneration paid to managerial personnel for the FY 2015-16	(%) change in remuneration paid to managerial personnel
70,42,411	92,87,858	31.88	48,69,501	59,75,784	22.72

There were no exceptional circumstances for increase in Managerial Remuneration.

5. Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the Remuneration paid is as per the Remuneration Policy of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
For GOLTUNDA DIAMONDS & JEWELLERY LIMITED

**KANTI KUMAR DADHA**  
CHAIRMAN AND MANAGING DIRECTOR

DATE: 12.08.2016  
PLACE: MUMBAI





## CORPORATE GOVERNANCE REPORT

[Pursuant to Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Security and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR) on September 02, 2015 replacing the erstwhile Listing Agreement (w.e.f. 1st December, 2015) and is aimed to consolidate and streamline the provisions of erstwhile Listing Agreement for different segments of capital markets, viz. equity, debentures, debt instruments, etc.

The Corporate Governance Report, as applicable for the year ended March 31, 2016 is set out below for the information of shareholders, investors and other stakeholders of GOLKUNDA DIAMONDS & JEWELLERY LIMITED ("Company").

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on Corporate Governance heavily leans on the fact of its willingness to incorporate fairness and transparency as a second nature of operations in the Company. The Company aims at achieving an optimum balance between rewards to management and returns to shareholders, clearly understanding that while the management risks its efforts; shareholders risk their hard earned funds.

The Company believes that the essence of good Corporate Governance lies in promoting and maintaining integrity, transparency and accountability across the organization.

### 2. BOARD OF DIRECTORS

#### a) Composition:

The Board of Directors of a Company has an optimum combination of Executive and Non-Executive Directors.

- 1) The Board of Directors of your Company comprises of an Executive Chairman and Managing Director, 2 Whole Time Executive Directors and 4 Non-Executive Independent Directors (including a one woman Director).
- 2) All Directors other than Mr. Kanti Kumar Dadha, Mr. Karan Singh Baid and Mr. Arvind Kumar Dadha are Non-Executive Independent Directors.

#### b) Attendance of Each Director at the Board Meeting and Last Annual General Meeting,

Name	Category	Attendance Particulars		
		Number of Board Meetings		Last AGM held On 28th Sept. 2015
		Held during tenure	Attended	
Mr. Kanti Kumar Dadha	Chairman & Managing Director (Promoter)	5	5	Yes
Mr. Karan Singh Baid	Whole Time Executive Director (Promoter)	5	5	Yes
Mr. Arvind Kumar Dadha	Whole Time Executive Director (Promoter)	5	5	Yes
Mr. Ashok Kumar K. Bekal	Independent Non-Executive Director	5	4	No
Mr. Gautam Chand Dadha	Independent Non-Executive Director	5	4	No
Mr. Mangilal Maloo	Independent Non-Executive Director	5	4	No
Ms. Roli Gupta	Independent Non-Executive Director	5	4	No

#### c) Number of other Boards or Board Committees in which he/she is a Member or Chairperson.

Name	Category	No. of Directorships and Committee Chairmanship / Membership (including this Company)			
		Director ship	Director ship in Listed companies	Committee Chairmanship	Committee Membership
Mr. Kanti Kumar Dadha	Chairman & Managing Director (Promoter)	1	1	0	0
Mr. Karan Singh Baid	Whole Time Executive Director (Promoter)	1	1	0	0
Mr. Arvind Kumar Dadha	Whole Time Executive Director (Promoter)	1	1	0	0
Mr. Ashok Kumar K. Bekal	Independent Non-Executive Director	1	1	0	2
Mr. Gautam Chand Dadha	Independent Non-Executive Director	1	1	0	2
Mr. Mangilal Maloo	Independent Non-Executive Director	1	1	2	2
Ms. Roli Gupta	Independent Non-Executive Director	1	1	0	0



d) **Number of Board Meetings Held, and Dates on which held:**

Dates on which Board Meetings were Held	Total Strength of the Board	No. of Directors Present
2nd May, 2015	7	3
28th May, 2015	7	7
13th August, 2015	7	7
7th November, 2015	7	7
12th February, 2016	7	7

**Notes:**

1. As detailed above, none of the Directors is a member of more than 10 Board level Committees of Public Companies in which they are Directors, nor as Chairman of more than five such committees.
2. Only directorship in public limited Companies (listed or unlisted) has been considered.
3. Membership/ Chairmanship of Audit Committee and Stakeholders Relationship Committee of public companies have been considered.

e) **Disclosure of Relationships between Directors Inter-se:**

Name	Relation with Golkunda	Inter-se Relation
Mr. Kanti Kumar Dadha	Chairman and Managing Director	Father of Mr. Arvind Dadha
Mr. Arvind Kumar Dadha	Whole Time Director	Son of Mr. Kanti Kumar Dadha

There is no inter-se relationship between other directors.

f) **Disclosure of Shareholding by Non – Executive Directors:**

Sr. No	Name of Director	No. of Shares Held
1	Mr. Ashok Kumar K. Bekal	NIL
2	Mr. Gautam Chand Dadha	NIL
3	Mr. Mangilal Maloo	NIL
4	Ms. Roli Gupta	NIL

g) **Board Procedure:**

The Board of Directors is presented with all the relevant information on vital matters that affect working of the Company. It is ensured that information as required under Part – A of Schedule II of Regulation 17 (7) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 is made available to the Board of Directors to enable them to discharge their function affectively.

h) **Code of conduct:**

- \* The Board of Directors adopted the Code of Conduct for Board Members and senior management personnel. The said code was communicated to the Directors and members of the senior management and they affirmed their compliance with the said Code. The Code adopted is posted on the Company's website [www.golkunda.com](http://www.golkunda.com).
- \* Pursuant to the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted Code of practices and procedures for fair disclosure of unpublished price sensitive information and Code of Conduct in order to monitor and report Insider Trading.
- \* All Directors and the designated employees have confirmed compliance with the Code.
- \* A certificate from Mr. Kantikumar Dadha, Managing Director & Mr. Ashish Dadha, CFO in terms of Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges for the financial year ended March 31, 2016 was placed before the Board of Directors of the Company in their meeting held on August 12, 2016 and is annexed to this Report.

i) **INDEPENDENT DIRECTORS:**

The Independent Directors Mr. Ashok Kumar K. Bekal, Mr. Gautam Chand Dadha & Mr. Mangilal Maloo were appointed for a period of 5 years w.e.f. 27th September, 2014 by the shareholders at the Twenty Forth Annual General Meeting of the Company.

Ms. Roli Gupta was appointed for a period of 5 years w.e.f. 2nd March, 2015 by the shareholders at the Extra Ordinary General Meeting of the Company held as on 24th April, 2015 has resigned w.e.f. 12.08.2016 due to her pre-occupation with other commitments and inability to devote sufficient time to the affairs of the Company.

The Company has appointed Ms. Rajani Poddar as an Additional Independent Director w.e.f. 12.08.2016. Pursuant to the provisions of 161 read with 149 of the Companies Act, 2016, her appointment needs to be confirmed by the members at the ensuing Annual General Meeting.



The Company has issued a formal letter of appointment containing their duties, terms and conditions of appointment. The Terms & Conditions of the Independent Directors is also disclosed on the website of the Company i.e. www.gokunda.com. The Independent Directors have confirmed about their independence and eligibility as required under Section 149(7) of the Companies Act, 2013.

> **Role of Independent Directors:**

The Independent Directors plays an important role in deliberations at the Board and Committee Meetings and bring to the Company their expertise in the field of finance, management and public policy. The Independent Directors satisfy the criteria of independence as defined in Clause 49 of the erstwhile Listing Agreement which was applicable up to November 30, 2015 and the New Listing Agreement read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is applicable w.e.f. December 01, 2015 and the Companies Act, 2013. They perform the duties as stipulated in the Companies Act, 2013.

> **Familiarisation programme for independent directors:**

The Company has a familiarization programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Board Members are provided with all necessary documents/ reports and internal policies to enable them to familiarize with the Company's procedures and practices and keep themselves abreast of the latest corporate, regulatory and industry developments.

The same has been posted on website of the Company viz; www.gokunda.com.

> **Separate meetings of the independent directors:**

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the erstwhile Listing Agreements with the Stock Exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company was held on 12th February, 2016, inter alia, to discuss the following:

- To review the performance of non-independent directors and the Board as a whole;
- To review the performance of the Chairman of the Company;
- To assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors have expressed their satisfaction over the performance of the other directors and the Board as whole.

### 3. **AUDIT COMMITTEE**

a) **Composition:**

The Audit Committee of the Company was formed on 15th October, 2003 and comprises of 3 Independent Non-Executive Directors as follows:

Sr. No.	Name of the Member	Designation	Category
1	Mr. Mangilal Maloo	Chairman	Independent Non-Executive Director
2	Mr. Gautam Chand Dadha	Member	Independent Non-Executive Director
3	Mr. B. K. Ashok	Member	Independent Non-Executive Director

The Committee's Composition met with requirement of Section 177 of the Companies Act, 2013 and erstwhile Clause 49 of the Listing Agreement which was applicable up to November 30, 2015 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which was applicable w.e.f. 1st December, 2015. Members of the Audit Committee possess financial / accounting expertise / exposure.

The Company Secretary acts as the Secretary to the Committee.

b) **Meetings of Audit Committee and Attendance during the Year:**

The Committee met 4 (Four) times during the year on the following dates viz. 28.05.2015, 13.08.2015, 07.11.2015 & 12.02.2016.

Mr. Karan Sign Baid, Whole Time Director is a Permanent Invitee to the Audit Committee meetings. The Chief Financial Officer, the Internal Auditors, the Statutory Auditors are also invited to the committee meetings as and when necessary. The attendance of each Audit Committee member in the above meetings is given hereunder:-

Sr. No.	Name of Member	Audit Committee meetings (Financial Year 2015-2016)	
		Held during tenure	Attended
1.	Mr. Mangi Lal Maloo	4	4
2.	Mr. Gautam Chand Dadha	4	4
3.	Mr. B. K. Ashok	4	4



Sr. No.	Dates on which Audit Committee Meetings were Held	Total Strength of the Committee	No of Members Present
1	28th May, 2015	3	3
2	13th August, 2015	3	3
3	7th November, 2015	3	3
4	12th February, 2016	3	3

**c) Brief Description of Terms of Reference:**

The Company has an Audit Committee with scope of activities as set out in Clause 49 (II) of the erstwhile Listing Agreement with the Stock Exchanges which was applicable up to November 30, 2015 and New Listing Agreement read Part C of Schedule II with reference to the Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which was applicable from 1st December, 2015 read with section 177 of the Companies Act, 2013. The Committee acts as a link between the Statutory, Internal Auditors and the Board of Directors of the Company. The broad terms of reference of the Audit Committee are as under:

- > Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- > Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
- > Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- > Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - o Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
  - o Changes, if any, in accounting policies and practices and reasons for the same.
  - o Major accounting entries involving estimates based on the exercise of judgment by management
  - o Significant adjustments made in the financial statements arising out of audit findings
  - o Compliance with listing and other legal requirements relating to financial statements
  - o Disclosure of any related party transactions
  - o Qualifications in the draft audit report.
- > Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- > Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- > Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- > Approval or any subsequent modification of transactions of the company with related parties;
- > Scrutiny of inter-corporate loans and investments;
- > Valuation of undertakings or assets of the company, wherever it is necessary;
- > Evaluation of internal financial controls and risk management systems;
- > Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- > Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- > Discussion with internal auditors of any significant findings and follow up there on;
- > Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- > Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- > To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- > To review the functioning of the Whistle Blower mechanism;



- > Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
  - > Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- d) Review of information by Audit Committee:

The following information is reviewed by the Audit Committee on mandatory basis:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

#### 4. **NOMINATION AND REMUNERATION COMMITTEE:**

The Board of Directors at its meeting held on 26th May, 2014 approved constitution of "Nomination and Remuneration Committee" (by renaming existing Remuneration Committee) under the Companies Act, 2013.

##### a) **Composition:**

The Nomination and Remuneration Committee comprises of 3 Independent Non-Executive Directors as follows:

Sr. No.	Name of the Member	Designation	Category
1	Mr. Mangi Lal Maloo	Chairman	Independent Non-Executive Director
2	Mr. Gautam Chand Dadha	Member	Independent Non-Executive Director
3	Mr. B. K. Ashok	Member	Independent Non-Executive Director

##### b) **Meetings of Nomination and Remuneration Committee:**

During the financial year 2015-2016, the Nomination and Remuneration Committee (formerly known as Remuneration Committee) met two time on 2nd May, 2015 and 12th February, 2016. The attendance of each Committee member in the meeting during the financial year ended March 31, 2016 is given below:

Sr. No.	Name of member	Nomination and Remuneration Committee meetings (Financial Year 2015-2016)	
		Held during tenure	Attended
1	Mr. Mangi Lal Maloo	2	2
2	Mr. Gautam Chand Dadha	2	2
3	Mr. B. K. Ashok	2	2

Sr. No.	Dates on which Nomination and Remuneration Committee Meetings were Held	Total Strength of the Committee	No of Members Present
1	2nd May, 2015	3	3
2	12th February, 2016	3	3

##### c) **Brief Description of Terms of Reference:**

The terms of reference of the 'Nomination and Remuneration Committee' inter-alia includes the following:

- To review, assess and recommend the appointment and remuneration of executive directors.
- To review the remuneration packages payable to executive directors periodically and recommend suitable revision/ increments, whenever required to the Board of Directors of the Company.
- To recommend the commission payable to the non-executive director(s) in accordance with and upto the limits laid down under the Companies Act, 2013.
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down.
- To recommend to the Board the appointment and removal of the director and shall carry out evaluation of every director performance.
- To formulate criteria for determining qualifications, positive attributes and independence of the director.



- To recommend to the Board of a 'policy' relating to the remuneration of Directors, Key Managerial Personnel and other employees.
- To devise a policy on Board diversity;
- To carry out such other functions as delegated by the Board from time to time.

**d) Nomination and Remuneration Policy:**

The Board of Directors of the Company has approved Nomination & Remuneration Policy of the Company, which sets out the guiding principles for appointment & remuneration of Directors, Key Managerial Personnel and Senior Management of the Company.

**I. Appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management:**

**1. Appointment Criteria and Qualifications:**

- a) A person being appointed as director, KMP or in senior management should possess adequate qualification, expertise and experience for the position he / she is considered for appointment.
- b) Independent Director:
  - i) Qualifications of Independent Director:

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the Company's business.
  - ii) Positive attributes of Independent Directors:

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices.

**2. Removal:**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**3. Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**II. Remuneration:**

**1. Directors:**

- a) Executive Directors (Managing Director, Manager or Whole Time Director):
  - i) At the time of appointment or re-appointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration (N&R) Committee and the Board of Directors) within the overall limits prescribed under the Companies Act, 2013.
  - ii) The remuneration shall be subject to the approval of the Members of the Company in General Meeting as per the requirement of the Companies Act, 2013.
  - iii) The remuneration of the Manager/ CEO/ Managing Director/ Whole Time Director is broadly divided into fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. In determining the remuneration (including the fixed increment and performance bonus), the Committee shall consider the following:
    - the relationship of remuneration and performance benchmark;
    - balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
    - responsibility required to be shouldered, the industry benchmarks and the current trends;
    - The Company's performance vis-a-vis the annual budget achievement and individual performance.



b) Non-Executive Director:

- The Non-Executive Independent Director may receive fees for attending meeting of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- A Non-Executive Director may be paid commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the Committee.
- The Committee may recommend to the Board, the payment of commission, to reinforce the principles of collective responsibility of the Board.
- In determining the quantum of commission payable to the Directors, the Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director.
- The total commission payable to the Directors shall not exceed prescribed limits as specified under Companies Act, 2013.
- The commission shall be payable on pro-rata basis to those Directors who occupy office for part of the year.

2. KMP & Senior Managerial Personnel:

The remuneration to the KMP and Senior Management Personnel will be based on following guidelines:

- maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- compensation should be reasonable and sufficient to attract retain and motivate KMP and senior management;
- Remuneration payable should comprise of a fixed component and a performance linked variable based on the extent of achievement of individual performance versus overall performance of the Company;
- Remuneration shall be also considered in form of long term incentive plans for key employees, based on their contribution, position and length of service, in the nature of ESOPS/ESPS.

III. Evaluation:

The Committee shall carry out evaluation of performance of every Director at regular interval (yearly). The Committee shall also formulate and provide criteria for evaluation of Independent Directors and the Board as a whole, if applicable.

e) Board Evaluation:

Pursuant to provisions of the Companies Act, 2013, Schedule IV and Clause 49 of the erstwhile Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

In line with effective governance requirements, the Board reviews its own performance annually using a pre-determined template designed as a tool to facilitate the evaluation process. The assessment was built around the functioning of the Board as a whole, its Committees and also evaluation of Individual Directors. The self-assessment format considered performance effectiveness with regard to the Board composition, expertise, dynamics, strategic oversight, risk management and internal control, succession planning and leadership.

While the individual directors' performance was reviewed by the Chairman and the rest of the Board, the Chairman's and Non-Independent Directors performance were appraised through feedback from Independent Directors.

5. REMUNERATION OF DIRECTORS:

a) Details of Remuneration / Compensation Paid to the Non- Executive / Independent Director during the Year Ended 31.03.2016:

Name of Director	No. of Board Meetings Attended	Sitting Fees Paid (in Rs.)
Mr. Mangilal Maloo	4	20,000/-
Mr. Gautam Chand Dadha	4	20,000/-
Mr. Ashok Kumar K. Bekal **	4	NIL
Ms. Roli Gupta **	4	NIL

\*\* Mr. Ashok Kumar K. Bekal & Ms. Roli Gupta have waived their sitting fees for attending the meeting of Board of Directors.

None of the Non-executive Directors are holding any shares in the Company.

There are no pecuniary relationship or transaction of the non-executive directors with the Company.



**b) Criteria for Making Payments to Non-Executive Directors:**

The Company pays sitting fees to Non Executive Directors of the Company for attending the Meeting of the Board of Directors @ Rs. 5,000/- (Rupees Five Thousand Only) per Board Meeting. The Criteria for making payment to Non-executive Directors is disclosed on the website of the Company i.e. www.golkunda.com.

**c) Details of remuneration paid to the Executive Directors during the year ended 31.03.2016 are as follows:**

Name	Relation with Gokunda	Salary	Stock Option	Commission	Contribution to Provident Fund and other funds	Perquisites	Total
Mr. Kanti Kumar Dadha	Chairman and Managing Director	1492860	—	—	21600	255649	1770109
Mr. Karan Singh Baid	Whole Time Director	1363674	—	—	21600	38588	1423862
Mr. Arvind Kumar Dadha	Whole Time Director	1363674	—	—	21600	16870	1402144

Notes:

- Mr. Kanti Kumar Dadha (DIN: 00283289) was re-appointed as Chairman and Managing Director for the further period of three years at Annual General Meeting held on 27.09.2014 with effect from 1st October, 2014.
- Mr. Arvind Dadha (DIN: 00317631) was re-appointed of as Whole Time Director of the Company for the further period of Three years at Annual General meeting held on 27.09.2014 with effect from 1st October, 2014.
- Mr. Karan Singh Baid (DIN: 00283224) was re-appointed as Whole Time Director of the Company for the further period of Three years at Annual General Meeting held on 27.09.2014 with effect from 10th November, 2014.

**6. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The composition, role and powers of the Stakeholders Relationship Committee (formerly known as Shareholders' and Investors' Grievance Committee) meet the requirements of Clause 49 of the erstwhile Listing Agreement which was applicable up to November 30, 2015 and New Listing Agreement read with Part D Schedule II with reference to Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which was applicable up to December 1, 2015 and Section 178 (5) of the Companies Act, 2013.

**a) Composition and Meetings:**

Composition of Stakeholders' Relationship Committee is as follows.

Sr. No.	Name of the Member	Designation	Category
1	Mr. Mangi Lal Maloo	Chairman	Independent Non-Executive Director
2	Mr. Gautam Chand Dadha	Member	Independent Non-Executive Director
3	Mr. Ashok Kumar K. Bekal	Member	Independent Non-Executive Director

**b) Terms of Reference of Committee:**

The Stakeholders Relationship Committee approves and monitors transfers and transmission of shares and replacement, split and consolidation of share certificates. The Committee also monitors redressal of complaints received from the shareholders relating to transfers/transmission of shares, non-receipt of annual reports and transfer of credit of shares to demat accounts, dividend and other investor-related matters.

**c) Meetings of Stakeholders Relationship Committee and Attendance during the Year:**

The Committee met 4 (Four) times during the year on the following dates viz. 28.05.2015, 13.08.2015, 07.11.2015 and 12.02.2016.

Sr. No.	Name	Stakeholders Relationship Committee meetings	
		Held during Tenure	Attended
1	Mr. Mangi Lal Maloo	4	4
2	Mr. Gautam Chand Dadha	4	4
3	Mr. B. K. Ashok	4	4

Sr. No.	Dates on which Stakeholders Relationship Committee Meetings were held	Total Strength of the Committee	Number of Members Present
1	28th May, 2015	3	3
2	13th August, 2015	3	3
3	7th November, 2015	3	3
4	12th February, 2016	3	3





d) Name and Designation of Compliance Officer:

Mr. Karan Singh Baid, Director of the Company was acting as Compliance Officer of the Company till 02.05.2015.

After appointment of Ms. Pooja Sanghavi as Company Secretary, she is acting as Compliance Officer w.e.f. 02.05.2015.

e) Detail of Shareholders Complaints Received, Solved, Not Solved and Pending Share Transfers During the Year:

Number of Shareholders' Complaints received	4
Number resolved to the satisfaction of shareholders	4
Number of pending complaints	0

7. **CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:**

In terms of Section 135 of the Companies Act, 2013 rules made there under, the Corporate Social Responsibility (CSR) Committee of the Board of Directors of the Company was constituted on September 27, 2014.

a) **Composition:**

Sr. No.	Name of the Member	Designation	Category
1	Mr. Mangi Lal Maloo	Chairman	Independent Non-Executive Director
2	Mr. Kantikumar Dadha	Member	Managing Director
3	Mr. Karan Singh Baid	Member	Whole Time Director

The Committee met Twice during the year on the following dates viz. 13.08.2015 & 12.02.2016 were all the Committee members were present.

b) **The Terms of Reference of Corporate Social Responsibility Committee (CSR):**

The terms of reference of Corporate Social Responsibility Committee (CSR) is mentioned below:

- formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII in the Act or any amendment made there to including provisions contained in the rules framed under Companies Act, 2013 related thereto;
- recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- monitor the Corporate Social Responsibility Policy of the Company from time to time and to make suitable amendment from time to time as and when necessitated; and
- to carry out such other activities as may be authorised by the Companies Act, 2013 and rules made there under.

8. **GENERAL BODY MEETINGS:**

a) **Location and Time Where Last Three Annual General Meetings (AGM) were Held:**

Year	Date	Time	Venue
2015	28th September, 2015	3.00 P.M.	"Suncity Residency Hotel, Eden – Hall, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (E), Mumbai – 400 093"
2014	27th September, 2014	3.00 P.M.	"Suncity Residency Hotel, Eden – Hall, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (E), Mumbai – 400 093"
2013	28th September 2013	4.00 P.M.	Banquet Hall, Matoshri Art & Sport Club, Jogeshwari - Vikhroli Link Road, Andheri (E), Mumbai 400 093.

b) **Details of Special Resolutions Passed during the Last 3 A.G.M./E.G.M. or any Special Resolution Passed through Postal Ballot:**

- > No special resolutions were passed at the Annual General Meeting held on 28.09.2015.
- > The Company has passed one Special Resolution at the Extra Ordinary General Meeting held on 24.04.2015 in respect of giving authority to Board of Directors to create charge on the assets of the Company u/s 180(1)(a) of the Companies Act, 2013.
- > The Company has passed four Special Resolutions at the Annual General Meeting held on 27.09.2014 in respect of:
  - \* Re-appointment of Mr. Kantikumar Dadha as Managing Director for the period of three years.
  - \* Re-appointment of Mr. Arvind Dadha as a Whole Time Director for the period of three years.
  - \* Re-appointment of Mr. Karan Singh Baid as a Whole Time Director for the period of three years w.e.f. 10.11.2014.
  - \* Authority to Board of Directors to borrow money



- c) No special resolutions were passed at the Annual General Meeting held on 28.09.2013.  
 > The Company has not passed any resolution through postal Ballot in the previous financial year.
- d) As on the date, the Company do not proposes to pass any special resolution through Postal Ballot. The Company may have to conduct the process of postal ballot in view of the requirements of the new Companies Act, 2013.

**9. MEANS OF COMMUNICATION:**

- a) The Unaudited quarterly /half yearly results are announced within forty-five days from the close of the quarter. The audited annual results are announced within sixty days from the closure of financial year as per the requirement of the erstwhile listing Agreement which was applicable up to November 30, 2015 and Security Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is applicable w.e.f. December 01, 2015 with the Stock Exchanges.
- b) The approved financial results are forthwith sent to the Stock Exchanges and are published in English Newspaper and a newspaper published in a regional language within forty-eight hours of the approval thereof.
- c) The Company's financial results and official press releases are displayed on the Company's website www.golkunda.com under the investors section.
- d) Management Discussion and Analysis forms part of the Annual Report, which is sent to the Shareholders of the Company.
- e) The quarterly results, shareholding pattern, quarterly compliances, contact information of designated employees who are responsible for assisting and handling the investors grievance and all other corporate communication to the Stock Exchanges viz, The BSE Limited are filed electronically. The Company has complied with filing submission through BSE's BSE Listing Centre. The same information is updated on the website viz. www.golkunda.com within the prescribed time limit.

**10. GENERAL SHAREHOLDER INFORMATION:**

1. Date, time and the venue of 26th AGM	21st September, 2016 at 3.00 P.M. Suncity Residency Hotel, Eden- Hall, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (East), Mumbai - 400 093					
2. Financial Calendar	April 01, 2015 to March 31, 2016					
3. Date of Book Closure	15th September, 2016 to 21st September, 2016 (both days inclusive)					
4. Dividend Payment Date	10.10.2016					
5. Listing on Stock Exchanges	The Mumbai Stock Exchange The Jaipur Stock Exchange					
5. Annual Listing Fees	The company has paid annual listing fees to each stock exchange.					
6. BSE Stock code	523676					
7. Stock market price data for the last financial year ended March 31, 2016 on The Stock Exchange, Mumbai is as under:						
	<b>Date</b>	<b>Open (Rs.)</b>	<b>High (Rs.)</b>	<b>Low (Rs.)</b>	<b>Close (Rs.)</b>	<b>No. of Shares</b>
	April 2015	19.40	21.35	15.55	18.00	9653
	May 2015	18.90	22.20	18.90	19.50	148
	June 2015	19.50	19.50	14.15	14.95	3657
	July 2015	14.21	17.00	14.10	14.10	15982
	August 2015	14.50	19.45	14.50	16.50	10814
	September 2015	16.75	16.75	13.55	14.25	5153
	October 2015	14.96	18.52	14.25	17.10	39031
	November 2015	17.95	22.20	16.30	22.20	64063
	December 2015	22.20	22.80	21.40	22.80	32714
	January 2016	23.90	28.50	22.10	25.40	59274
	February 2016	25.40	26.65	19.95	20.00	21576
	March 2016	21.00	21.25	16.35	17.15	15311
8. Registrar & Share Transfer Agent	Sharex Dynamic (India) Private Limited (formerly known as M/s. Sharex (India) Pvt. Ltd.) Unit – 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072.					



<p><b>9. Share Transfer System</b></p>	<p>The Company's shares are traded in the Stock Exchange compulsorily in demat mode. Shares sent for physical transfer or dematerialization requests are registered promptly within stipulated time from the date of receipt of completed and validly executed documents.</p>																																																		
<p><b>10. Distribution of shareholding as on March 31, 2016</b></p>																																																			
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<p><b>12. Dematerialization of Shares and liquidity</b></p>	<p>As on 31.03.2016, 85.13% of the Company's Equity Shares representing 59,28,785 Equity Shares were held in dematerialized form with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).</p>																																																		
<p><b>13. Outstanding GDR's / ADR's / Warrants or any Convertible Instruments</b></p>	<p>The Company does not have outstanding GDRS / ADRS / Warrants or any Convertible instruments.</p>																																																		
<p><b>14. Plant Location</b> (Development Centre)</p>	<p>G-30, Gems &amp; Jewellery, Complex III, SEEPZ, Andheri (E), Mumbai 400 096</p>																																																		
<p><b>15. Address for Correspondence</b></p> <p>(for dematerialization/ transfer of shares, payment of dividend on shares, and any other query relating to the shares of the Company)</p> <p>For any other queries</p>	<p>Sharex Dynamic (India) Pvt. Ltd. (Formerly known as M/s. Sharex (India) Pvt. Ltd.) Unit – 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072.</p> <p>G-30, Gems &amp; Jewellery, Complex III, SEEPZ, Andheri (E), Mumbai 400 096</p>																																																		



<b>16. Reconciliation of Share Capital Audit</b>	A qualified practicing Company Secretary carry out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
<b>17. Compliance Officer</b>	Mr. Karan Singh Baid (Executive Director) (upto 02.05.2015) Ms. Pooja Sanghavi (Company Secretary)(w.e.f. 02.05.2015) G-30, Gems & Jewellery, Complex III, SEEPZ, Andheri (E), Mumbai 400 096 Tel No. 022-28290155/56 Fax 022-28290373 Email ID: admin@golkunda.com

**11. OTHER DISCLOSURES:**

- a) There were no materially significant related party transactions during the year having conflict with the interests of the Company:  
The Company has put in place a policy for Related Party Transactions (RPT Policy) which has been approved by the Board of Directors. The Policy provides for identification of RPTs, necessary approvals by the Audit Committee/ Board/Shareholders, reporting and disclosure requirements in compliance with Companies Act, 2013 and Listing Agreements.  
All contracts executed by the Company during the financial year with related parties were under the ordinary course of business and on arm's length basis.  
The Related Party transactions policy is posted on the Company's website www.golkunda.com.
- b) There has been no material non-compliance by the Company or penalty or strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 years.
- c) In Compliance of the Companies Act, 2013 and Regulation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Policy also provides for adequate safeguard against victimization of Whistle Blower who avails of such mechanism and also provides for the access to the Chairman of Audit Committee. None of the Whistle Blowers have been denied access to the Audit Committee. The Whistle Blower policy is posted on the Company's website www.golkunda.com
- d) The Company has duly complied with all the mandatory requirements of Clause 49 of the erstwhile Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR).
- e) In compliance with the discretionary requirements as specified in Part E of Schedule II, the Company has financial statements with unmodified audit opinion, and the internal auditors are directly reporting to the Audit Committee.
- f) The Company has complied with the corporate governance requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

FOR AND ON BEHALF OF BOARD  
FOR GOLKUNDA DIAMONDS & JEWELLERY LTD.

(KANTI KUMAR DADHA)  
CHAIRMAN AND MANAGING DIRECTOR

PLACE: MUMBAI  
DATE: 12.08.2016

**Details of Directors Seeking Re-election:**

Mr. Karan Singh Baid retires by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re – election.

Pursuant the Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Additional information and experience relating to the Directors who are getting appointed / re-appointed is furnished in the Annual Report.



## **MANAGEMENT DISCUSSION AND ANALYSIS**

### **Industry Structure and Developments:**

The Company is a part of an Industry, which largely operates through unorganized constituents. However, unlike the industry, the Company has attempted to operate through as systematic and organized manner as possible. However, since Diamonds and Jewellery is one industry, in which India holds, commendable position in the world, akin to the software industry, one can look forward to more international involvement coming up in this industry.

### **Opportunities and Threats:**

Following can be termed as the opportunities / strengths of the Company:

- Induction of widely experienced and specialized personnel on the Board.
- Good combination of technical as well as advisory personnel in the management.
- More and more benefits and exemptions are likely to come in the way of exports and Special Economic Zones and the Company, having commendable exports and being situated in SEEPZ - SEZ, is likely to receive the advantage of the same.
- Some of the world retail majors have decided some time back to source part of their requirements from India. This shall further the growth of the Diamond industry in India.
- The unfavorable government policies cut throat competition amongst manufacturers and exporters remains major concerns for the Gems and Jewellery Business.

### **Outlook:**

The Company has done reasonable in the current year and expects to achieve a good percentage of market share in the Diamond manufacturing and Jewellery marketing fields in the years to come. The outlook for the Company can therefore be termed as optimistic and expects higher growth than inflation and average growth in the industry.

Growth of the Gems and Jewellery Industry is expected to be moderate to better in the years to come depending on the policies of the Government. However Gems and Jewellery Industry is seeing robust growth in the years to come. The Growth rate of the Gems and Jewellery Industry is closely related to the growth of the other Sector and hence movements and developments in the other sectors would also indirectly affect the future of Gems and Jewellery Industry.

### **Risks and Concerns:**

Following can be some of the risks and concerns the Company needs to be wary of:

- The largely unorganized structure of the market can affect the systematic functioning of the Company.
- Political instability, which has a tremendous impact on the capital markets.
- Likely opening up of the economy, which can be a double-edged sword.
- The Diamond market in India is heavily influenced by the US Markets.
- The major income component of the Company being exports, changes in economies or government policies of the countries to which the Company is exporting may also affect the operations of the Company.
- Increasing competition among the Indian Exporters in this industry.

### **Internal Control Systems and their Adequacy:**

The Company has adequate internal control procedures commensurate with the size of the Company and the nature of its business for purchase of stores, raw materials, components, plant and machinery, equipment and other assets, and for the sale of goods.

The Company also has in place an Audit Committee to have a periodic over view of the internal control procedures of the Company. The Audit committee is accessible at all times to the employees of the Company for any improvement to be recommended in the procedures in place.

### **Discussion on Financial Performance of the Company:**

The financial performance of the Company has steadily grown in the year under review.

The sales were Rs. 976,772,730/- as compared to Rs. 934,905,271/- in the previous year. The Profit after tax in the current year was Rs. 28,164,806/- as compared to Rs. 20,117,489/- in the previous year.

### **Export performance and Foreign Exchange earnings:**

The Company is making contribution to the foreign exchange earnings by the Country in view of the fact that the Export and Foreign exchange earnings stood at Rs. 945,219,655/- during the financial year under review.

### **Industrial Relations and Human Resources:**

The Company considers that its relationship with its employees is vital and ensures that employees feel valued and is endeavoring to create an environment and culture within which every employee can put his best efforts and maximize his contribution.

The Company ensures that all its employees remain competent through education, skills, training and experience as necessary. The Company has had cordial relations between the management and employees and an atmosphere of harmonious working to achieve the business objectives of the Company throughout the year. The Company is poised to motivate each of its employees to perform to the fullest extent possible and to appropriately reward their excellence.

### **Cautionary Note:**

Statements in this report and Corporate Governance Report read together with the Directors' Report and financial statement describing the Company's objectives, projections, estimates, expectations and predictions, may be "forward looking statements". Actual results may differ from those expressed or implied due to variations in prices of raw materials, seasonal demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and other incidental factors.



## MANAGING DIRECTORS (MD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,  
The Board of Directors,  
**GOLKUNDA DIAMONDS & JEWELLERY LIMITED**  
Mumbai

We, Kantikumar Dadha, Managing Director and Ashish Dadha, Chief Financial Officer of **Golkunda Diamonds & Jewellery Limited**, to the best of our knowledge and belief certify that:

- (1) We have reviewed the financial statements and the cash flow statement of Golkunda Diamonds & Jewellery Limited for the year ended March 31, 2016 and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (3) We accept responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of the internal control systems of the Company and they have disclosed to the auditors and the Audit Committee, Deficiencies in the design or operation of internal controls, if any, of which they have taken or propose to take to rectify these deficiencies.
- (4) We have indicated to the Auditors and the Audit Committee:
  - (a) There are no significant changes in internal control during the year;
  - (b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to Financial Statements; and
  - (c) There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control systems.

Date: 12.08.2016

**Kantikumar Dadha**  
Managing Director

**Ashish Dadha**  
Chief Financial Officer

To,  
The members of  
**GOLKUNDA DIAMONDS & JEWELLERY LIMITED**  
Mumbai

## DECLARATION REGARDING CODE OF CONDUCT

I, Kantikumar Dadha, Chairman & Managing Director of **GOLKUNDA DIAMONDS & JEWELLERY LIMITED**, to the best of my knowledge and belief, declare that all the members of Board of Directors, Senior Management Personnel, and Designated Employees have affirmed Compliance with the Code of Conduct for the year ended 31st March 2016.

**FOR GOLKUNDA DIAMONDS & JEWELLERY LIMITED**

Place: Mumbai  
Date: 12.08.2016

**KANTIKUMAR DADHA**  
(Chairman & Managing Director)  
DIN: 00283289

## AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF  
**GOLKUNDA DIAMONDS & JEWELLERY LTD.**

We have examined the compliances of the conditions of corporate governance by **Golkunda Diamonds & Jewellery Ltd** for the year ended 31st March, 2016 as stipulated in Clause 49 of the Listing Agreement and Securities and Exchange Board of India (Listing Obligation and Disclosure requirement) regulation 2015 of the said Company with Stock Exchange.

The compliance of conditions of the corporate governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the above mentioned listing agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted affairs of the Company.

**FOR MOTILAL & ASSOCIATES**  
CHARTERED ACCOUNTANTS

Mumbai, 26th May, 2016.

**(CA M.P. MODY)**  
PARTNER  
Membership No. 042975



## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF **GOLKUNDA DIAMONDS & JEWELLERY LIMITED**

### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **GOLKUNDA DIAMONDS & JEWELLERY LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March, 2016, the Profit and Loss Statement, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 (hereinafter referred to as "the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial statements by the Directors of the Company, as aforesaid.

### AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;



- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 24 of the financial statements.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For MOTILAL & ASSOCIATES**

Chartered Accountants  
(FRNo.106584W)

**CAM.P.MODY**

Partner

Membership No 042975

Mumbai, 26th May, 2016

#### **ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure A referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended on 31st March 2016. We report that:

- (1) In Respect of its fixed assets:
  - (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) The fixed assets of the company have been physically verified by the management at reasonable intervals. No material discrepancies between the book records and the physical inventory have been noticed.
  - (c) All the title deeds of immovable properties are held in the name of the company.
- (2) In respect of its inventories:
  - (a) As explained to us the inventory has been physically verified by the management at reasonable intervals.
  - (b) On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (3) According to the information and explanation given to us, the company has not granted unsecured loan to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, clauses 3 (iii) (a) and 3(iii) (b) of the Order are not applicable.
- (4) In Our opinion and according to the information and explanations given to us during the course of the audit, the company has not entered in any transaction that attract the provisions of section 185 and 186 of the Companies Act, 2013.
- (5) According to the information and explanations given to us, the Company has not accepted any deposits from public. Therefore, the provisions of clause (v) of the paragraph 3 of the CARO 2016 are not applicable to the Company.





(6) We have broadly reviewed the cost records maintained by the company pursuant to the Rules made by the Central Government for maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(7) In respect of statutory dues:

(a) According to the information and explanations given to us and according to the books and records as produced and examined by us, in our opinion, the company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues as applicable with the appropriate authorities.

According to the information and explanations given to us no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service-tax, excise duty, sales tax, customs duty and cess were in arrears, as at 31st March, 2016 for the period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to the information and explanations given to us, the particulars of dues of income tax as at 31st March, 2016 which have not been deposited on account of any dispute, is given below:

Name of the Statute	Nature of Dues	Amounts involved Rs.	Assessment Year to which the amount relates	Forum where dispute is pending
The Income Tax Act.	Income Tax	2,71,070	2009-10	C.I.T.(A), Mumbai
		2,25,150	2011-12	C.I.T.(A), Mumbai

(8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution and banks.

(9) According to the information and explanations given to us the Company has not raised term loan during the year.

(10) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

(11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the provisions of section 197 read with Schedule V to the Companies Act.

(12) The Company is not a Nidhi Company hence the provisions of the Nidhi Company and the Nidhi Rules, 2014 is not applicable to the company.

(13) In our opinion and according to the information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable, and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;

(14) Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, thus requirement of section 42 of the Companies Act, 2013 is not applicable to the company.

(15) In our opinion and according to the information and explanations given to us Company has not entered into any non-cash transactions with directors or persons connected with him. Thus the provisions of section 192 of Companies Act, 2013 are not applicable to the company;

(16) In our opinion and according to the information and explanations given to us Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For MOTILAL & ASSOCIATES**  
Chartered Accountants  
(FRNo.106584W)

**CAM.P.MODY**  
Partner

Membership No 042975

Mumbai, 26th May,2016



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF GOLKUNDA DIAMONDS & JEWELLERY LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **GOLKUNDA DIAMONDS & JEWELLERY LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Motilal & Associates**  
Chartered Accountants  
(FRNo. 106584W)

**CA Mukesh P. Mody**  
Partner  
Membership No. 042975

Place: Mumbai  
Date: 26th May, 2016



**BALANCE SHEET AS AT MARCH 31, 2016**

	Note No.	End of	
		Current Reporting Year	Previous Reporting Year
		March 31,	
		2016	2015
<b>EQUITY AND LIABILITIES :</b>			
<b>Shareholders' Funds :</b>			
Share Capital	2	69,640,800	69,640,800
Reserves and Surplus	3	172,856,671	149,349,906
		<u>242,497,471</u>	<u>218,990,706</u>
<b>Non - Current Liabilities :</b>			
Long Term Borrowings	4	2,106,592	126,694
Deferred Tax Liabilities [ Net ]	23	32,540	355,225
Long Term Provisions-Gratuity		5,501,455	4,784,066
		<u>7,640,587</u>	<u>5,265,985</u>
<b>Current Liabilities :</b>			
Short Term Borrowings	5	341,123,502	347,326,251
Trade Payables	6	37,030,413	6,674,910
Other Current Liabilities	7	4,094,938	3,534,021
Short Term Provisions	8	16,129,462	14,231,933
		<u>398,378,315</u>	<u>371,767,115</u>
<b>Total</b>		<b>648,516,373</b>	<b>596,023,806</b>
<b>ASSETS :</b>			
<b>Non - Current Assets :</b>			
<b>Fixed Assets :</b>			
Tangible Assets	9	26,559,189	26,591,270
Intangible Assets		33,691	63,012
		<u>26,592,880</u>	<u>26,654,282</u>
Long Term Loans and Advances	10	1,902,066	1,969,295
		<u>1,902,066</u>	<u>1,969,295</u>
<b>Current Assets :</b>			
Inventories	11	151,767,791	156,213,049
Trade Receivables	12	422,479,469	379,983,162
Cash and Cash Equivalents	13	34,058,233	22,916,968
Short Term Loans and Advances	14	11,715,934	8,287,050
		<u>620,021,427</u>	<u>567,400,229</u>
<b>Total</b>		<b>648,516,373</b>	<b>596,023,806</b>
<b>Significant Accounting Policies and Notes to the Financial Statements</b>	1 to 31		

As per our report of even date  
**FOR MOTILAL & ASSOCIATES**  
Chartered Accountants

For and on behalf of Board of Directors

**ASHISH DADHA**  
Chief Financial Officer

**KANTIKUMAR DADHA**  
Chairman & Managing Director  
DIN No. 00283289

**(CA M.P. MODY)**  
Partner  
Membership No.: FCA 042975  
MUMBAI , 26th May, 2016

**(CS POOJA SANGHAVI)**  
ACS No.: 34216

**KARANSINGH BAID**  
Executive Director  
DIN No. 00283224

**ARVIND DADHA**  
Executive Director  
DIN No. 00317631



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

	Note No.	End of	
		Current Reporting Year	Previous Reporting Year
		March 31,	
		2016	2015
<b>REVENUE :</b>			
Revenue from Operations	15	976,772,730	934,905,271
Other Income	16	45,150	-
<b>TOTAL REVENUE</b>		<b>976,817,880</b>	<b>934,905,271</b>
<b>EXPENSES :</b>			
Cost of Materials Consumed	17	852,665,417	813,816,461
Employee Benefits Expense	18	22,078,270	17,766,433
Finance Cost	19	30,035,434	38,397,348
Depreciation	9	2,920,793	3,215,954
Other Expenses	20	26,775,845	29,834,203
		<b>934,475,759</b>	<b>903,030,399</b>
<b>TOTAL EXPENSES</b>			
Profit before Tax		42,342,121	31,874,872
Less / [ Add ] : Tax Expense			
Current Tax		14,500,000	11,770,000
Deferred Tax	21	(322,685)	(270,274)
Prior year's tax adjustments		-	257,657
Profit after Tax		28,164,806	20,117,489
Profit for the year from continuing operations		28,164,806	20,117,489
Earning per Equity Share [EPS] [ in Rupees ]	22		
Basic		4.04	2.89
Diluted		4.04	2.89
<b>Significant Accounting Policies and Notes to the Financial Statements</b>	1 to 31		

As per our report of even date  
**FOR MOTILAL & ASSOCIATES**  
Chartered Accountants

For and on behalf of Board of Directors

**ASHISH DADHA**  
Chief Financial Officer

**KANTIKUMAR DADHA**  
Chairman & Managing Director  
DIN No. 00283289

**(CAM.P. MODY)**  
Partner  
Membership No.: FCA 042975  
MUMBAI , 26th May, 2016

**(CS POOJA SANGHAVI)**  
ACS No.: 34216

**KARANSINGH BAID**  
Executive Director  
DIN No. 00283224

**ARVIND DADHA**  
Executive Director  
DIN No. 00317631



**Note: 1 - Significant Accounting Policies:**

**1 Basis of Accounting :**

All financial items of Income and Expenditure having a material bearing on the financial statement are recognised on accrual basis, except income by way of dividend and Expense by way of leave encashment which is accounted on cash basis.

**2 Sales :**

Sales exclude Sales Tax, Transportation, Insurance, discount, penalty/late delivery charges and include Sales Returns and Discount.

**3 Use of Estimates :**

The preparation of Financial Statements in conformity with the Accounting Standards generally accepted in India requires, the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenues and expenses for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

**4 Fixed Assets and Depreciation :**

- i) All fixed assets are valued at cost less depreciation. The cost is inclusive of incidental expenses related to acquisition and put to use. Pre-operative expenses including trial run expenses (net of revenue) are capitalised. Interest on borrowings and financing costs during the period of construction is added to cost of fixed assets.
- ii) Impairment loss, if any is recognised in the year in which impairment takes place.
- iii) Depreciation on Fixed Assets is provided on Straight Line Value Method at the rate and in the manner specified in Schedule II of the Companies Act, 2013. However excess depreciation provided in earlier years adjusted in the opening balance of Profit and Loss account amounting to Rs. 3,71,041/-.
- iv) Depreciation on additions / disposals of the fixed assets during the year is provided on pro-rata basis according to the period during which assets are put to use.

**5 Expenditure during the Construction Period :**

The expenditure incidental to the expansion / new projects are allocated to Fixed Assets in the year of commencement of the commercial production.

**6 Inventories :**

Raw Materials, Stores & Spare Parts and Finished Goods are valued at lower of cost and net realisable value.

**7 Revenue Recognition :**

- i) Revenue from Sale of goods is recognised when significant risks and rewards of ownership of the goods have been passed to the buyer.
- ii) Service income is recognised as per the terms of contracts with the customers when the related services are performed or the agreed milestones are achieved and are net of service tax wherever applicable.
- iii) Dividend income is recognised when the unconditional right to receive the income is established.
- iii) Revenue in respect of other income is recognised when no significant uncertainty as to its determination or realisation exists.

**8 Foreign Currency Transactions :**

Monetary assets & liabilities related to foreign currency transaction are settled during the year

**9 Retirement Benefits :**

- i) Gratuity  
Gratuity has been provided in accordance with the provisions of Payment of Gratuity Act, 1972.
- ii) Leave Liability :  
The employees of the company are entitled to leave as per the leave policy of the company. The liability on account of accumulated leave as on last day of the accounting year is not recognised.

**10 Employee Separation Costs :**

The compensation paid to the employees under Voluntary Retirement Scheme is expensed in the year of payment.

**11 Provision for Bad and Doubtful Debts / Advances :**

Provision, if any, is made in accounts for bad and doubtful debts / advances which in the opinion of the management are considered doubtful of recovery.

**12 Deferred Tax:**

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising from temporary timing differences are recognised to the extent there is reasonable certainty that the assets can be realised in future.

**13 Provisions, Contingent Liabilities and Contingent Assets :**

Provision is recognised when the company has a present obligation as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made. A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision / disclosure is made. Contingent assets are not recognised in the Financial Statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.



	End of	
	Current Reporting Year	Previous Reporting Year
	March 31,	
	2016	2015
<b>Note : 2 - Share Capital :</b>		
<b>Authorised :</b> 70,00,000 Equity Shares of Rs.10/- each	70,000,000	70,000,000
<b>Issued, Subscribed and Fully Paid-up Equity Shares :</b> 69,64,080 Equity Shares of Rs.10/- each fully paid up	69,640,800	69,640,800
<b>Total</b>	<b>69,640,800</b>	<b>69,640,800</b>
i) The reconciliation of the number of Shares outstanding as at March 31, 2016 and as at March 31, 2015 is as under:		
	Nos	Nos
Number of shares at the beginning	6,964,080	6,964,080
Number of shares at the end	6,964,080	6,964,080
ii) The equity shareholders of the Company are entitled to receive final dividend as declared and approved by the Board of Directors and/ or the shareholders of the Company. The dividend so declared will be in proportion to the number of equity shares held by the shareholders.		
iii) In the event of liquidation of the Company, equity shareholders will be entitled to receive remaining assets of the company in proportion to the number of equity shares held by the shareholders.		
iv) Details of Shareholders holding more than 5% of the aggregate Equity Shares in the Company. Neverloose Properties & Investment Pvt. Limited, the Holding Company.		
No of Shares	3,966,122	3,938,750
% of Holding	56.951	56.558
<b>Note : 3 - Reserve and Surplus</b>		
Share Premium Account: Opening Balance	2,800,000	2,800,000
General Reserve: Opening Balance	7,416,915	5,000,000
Add : Transfer from Surplus	2,500,000	2,500,000
Less: Adjustment relating to Fixed Assets (Refer Note No. 4 (iii) of Significant Accounting Policy).	-	(83,085)
	9,916,915	7,416,915
Surplus in statement of profit & loss: Opening Balance	139,132,991	125,706,405
Add: Adjustment relating to excess Depreciation (Refer Note No. 4 (iii) of Significant Accounting Policy).	371,041	-
Add : Profit for the year	28,164,806	20,117,487
Less : Appropriations : Proposed Dividend	4,178,448	3,482,040
Corporate Dividend Tax on Proposed Dividend	850,634	708,861
Transfer to General Reserve	2,500,000	2,500,000
Balance as at year end	160,139,756	139,132,991
<b>Total</b>	<b>172,856,671</b>	<b>149,349,906</b>



	End of	
	Current Reporting Year	Previous Reporting Year
	March 31,	
	2016	2015
<b>Note : 4 - Long Term Borrowings :</b>		
Secured		
A. From HDFC Bank Ltd, Mumbai.	803,396	126,694
B. From ICICI Bank Ltd, Mumbai.	1,303,196	-
<b>Total</b>	<b>2,106,592</b>	<b>126,694</b>
<p>i) Securities for Term Loan:</p> <p>    a Secured by hypothecation of Vehicle</p> <p>ii) Terms of repayment :</p> <p>    a Monthly EMI</p> <p>iii) There are no defaults in repayment of loan and interest thereon as on March 31, 2016 for the loan under this head.</p>		
<b>Note : 5 - Short Term borrowings :</b>		
<b>Secured Loans repayable on Demand :</b>		
Post Shipment Credit from State Bank of India, Seepz, Mumbai.	196,343,000	179,835,000
Export Packing Credit from State Bank of India, Seepz, Mumbai.	144,780,502	161,865,019
EBRD Account from State Bank of India, Seepz, Mumbai.	-	5,626,232
<b>Total</b>	<b>341,123,502</b>	<b>347,326,251</b>
<p><b>Primary Securities for Loans:</b></p> <p>i) Secured by First Pari-Passu charge by way of hypothecation of entire current assets of the company, present and future and personal guarantees of three Directors and a Shareholder of the Company.</p> <p><b>Collateral Securities for Loans :</b></p> <p>ii) Secured by First Charge by way of Registered Mortgage of office premises at Chakala and Bandra, Mumbai and personal guarantees of three Directors and a Shareholder of the Company.</p> <p>iii) Secured by First Charge by way of Registered Mortgage of residential flat Worli Division ,Mumbai.</p> <p>iv) Secured by First Charge by way of lien on Cash Collateral i.e. Fixed Deposit Receipts with Bank.</p> <p>v) No repayment schedule mentioned in the sanctioned letter dated 05/11/2015. However the repayment of loan was made on realisation of exports. There are no defaults in repayment of loan and interest thereon as on March 31, 2016, to this extent, for all the loans under this head.</p>		
<b>Note : 6 - Trade Payables :</b>		
Micro, Small and Medium Enterprises :	-	-
Others	37,030,413	6,674,910
<b>Total</b>	<b>37,030,413</b>	<b>6,674,910</b>
<p>i) There was no amount due to small scale under taking exceeding Rs.1 Lac each outstanding for more than 30 days at the close of the year.This discloser is based on the document / information available to the company regarding their status of the samll scale undertaking.</p> <p>ii) The above information has been compiled in respect of parties to the extent to which they could be identified as Micro, Small and Medium Enterprises on the basis of information available with the Company.</p>		



	End of	
	Current Reporting Year	Previous Reporting Year
	March 31,	
	2016	2015
<b>Note : 7 - Other Current Liabilities :</b>		
Unclaimed Dividends 2010-11	308,125	308,102
Unclaimed Dividends 2013-14	335,808	338,508
Unclaimed Dividends 2014-15	352,833	-
Other Payables/Provision:		
Other Payables	2,859,489	2,782,773
Payable to Statutory Authorities	238,683	104,638
<b>Total</b>	<b>4,094,938</b>	<b>3,534,021</b>

<b>Note : 8 - Short Term Provisions :</b>		
Income Tax Payable (net of excess paid)	11,100,380	10,041,032
Proposed Dividend	4,178,448	3,482,040
Corporate Dividend Tax on Proposed Dividend	850,634	708,861
<b>Total</b>	<b>16,129,462</b>	<b>14,231,933</b>

**Note : 9 - Fixed Assets**

**Nature of Fixed Assets**

	Gross Block				Depreciation				Net Block	
	As at 01/04/2015	Additions During the year	Sales and / or adj. during the year	As at 31/03/2016	Up to 01/04/2015	For the year	On Sales and / or adj. during the year	Up to 31/03/2016	As at 31/03/2016	As at 01/04/2015
<b>Tangible Assets :</b>										
Buildings	22,413,116	-	-	22,413,116	6,747,849	764,939	-	7,512,788	14,900,328	15,665,267
Plant & Machinery	17,270,709	-	9,304,050	7,966,659	11,451,756	740,992	8,746,014	3,446,734	4,519,925	5,818,953
Furniture and Fixtures	8,374,873	244,400	6,496,875	2,122,398	6,607,331	400,244	6,500,800	506,775	1,615,623	1,767,542
Factory/Office Equipments	1,838,936	103,412	827,650	1,114,698	1,328,227	246,206	904,703	669,730	444,968	510,709
Vehicles	3,076,892	2,871,525	1,200,494	4,747,923	1,371,860	494,287	872,237	993,910	3,754,013	1,705,032
Vault	190,737	-	59,465	131,272	90,345	15,387	60,804	44,928	86,344	100,392
Air Conditioners	1,966,658	114,903	1,172,252	909,309	1,448,852	76,639	1,406,816	118,675	790,634	517,806
Electrical Installations	2,608,299	-	2,133,903	474,396	2,270,562	64,651	2,133,903	201,310	273,085	337,737
Dies & Moulds	-	-	-	-	-	-	-	-	-	-
Computers	1,722,513	94,563	1,467,072	350,004	1,554,680	88,127	1,467,072	175,735	174,269	167,833
<b>Sub-Total (A)</b>	<b>59,462,733</b>	<b>3,428,803</b>	<b>22,661,761</b>	<b>40,229,775</b>	<b>32,871,462</b>	<b>2,891,472</b>	<b>22,092,349</b>	<b>13,670,585</b>	<b>26,559,189</b>	<b>26,591,271</b>
<b>Intangible Assets :</b>										
Computer Software	509,321	-	423,571	85,750	446,309	29,321	423,571	52,059	33,691	63,012
<b>Sub-Total (B)</b>	<b>509,321</b>	<b>-</b>	<b>423,571</b>	<b>85,750</b>	<b>446,309</b>	<b>29,321</b>	<b>423,571</b>	<b>52,059</b>	<b>33,691</b>	<b>63,012</b>
<b>Total (A+B)</b>	<b>59,972,054</b>	<b>3,428,803</b>	<b>23,085,332</b>	<b>40,315,525</b>	<b>33,317,771</b>	<b>2,920,793</b>	<b>22,515,920</b>	<b>13,722,644</b>	<b>26,592,880</b>	<b>26,654,283</b>
2014-15	59,187,700	2,450,485	98,857	61,539,328	31,641,568	3,215,954	(27,523)	34,885,045	26,654,282	27,546,133





	End of	
	Current Reporting Year	Previous Reporting Year
	March 31,	
	2016	2015
<b>Note : 10- Long Term Loans and Advances :</b> [Unsecured, Considered Good] Advances recoverable in cash or in kind or for value to be received : Income Tax	1,902,066	1,969,295
<b>Total</b>	<b>1,902,066</b>	<b>1,969,295</b>
<b>Note : 11 - Inventories :</b> Classification of Inventories : Raw Materials Stores and Spares	151,013,509 754,282	155,268,758 944,291
<b>Total</b>	<b>151,767,791</b>	<b>156,213,049</b>
The Inventories are valued at lower of cost and net realisable value.		
<b>Note : 12 - Trade Receivables :</b> Unsecured, Considered good Over Six Months from the date they were due for payment Others	73,628,375 348,851,094	24,493,961 355,489,201
<b>Total</b>	<b>422,479,469</b>	<b>379,983,162</b>
<b>Note : 13 - Cash and Cash Equivalents :</b> Balances with Banks Cash on Hand FDR/TDRS with Bank	5,902,778 179,012 27,976,443	2,624,284 174,784 20,117,900
<b>Total</b>	<b>34,058,233</b>	<b>22,916,968</b>
<b>Earmarked balances with banks:</b>		
i) Balances with Banks in unclaimed dividend account	996,666	646,856
ii) Company keeps Fixed deposit with the Nationalised/Private Banks, these deposits. can be withdrawn by the company as per its own discretion / requirement of funds. Lien marked on FDRS /TDRS as Cash Collateral towards secured loans from SBI, Seepz and therefore Originals of the FDRS/TDRS are with Bank.	27,976,443	20,117,900
iii) Company maintains current accounts mainly with Nationalised /Private Banks.	4,906,112	1,977,428
<b>Note : 14 - Short Term Loans and Advances :</b> [Unsecured, Considered Good] Security Deposit Advance recoverable in cash or kind Prepaid expenses Loans to employees Vat refundable Service Tax receivable	499,318 820,349 1,450,631 10,766 8,623,924 310,946	608,622 256,185 462,500 10,766 6,637,442 311,535
<b>Total</b>	<b>11,715,934</b>	<b>8,287,050</b>



	End of	
	Current Reporting Year	Previous Reporting Year
	March 31,	
	2016	2015
<b>Note : 15 - Revenue from Operations :</b>		
Sale of Products	945,219,652	928,789,204
Foreign Exchange Rate Difference	31,553,078	6,116,067
<b>Total</b>	<b>976,772,730</b>	<b>934,905,271</b>
Details of sale of products Operations of the Company are as under :		
a Finished goods	945,219,652	928,789,204
<b>Note : 16 - Other Income :</b>		
Other Operating Revenue		
Scrap Sale	45,150	-
<b>Total</b>	<b>45,150</b>	<b>-</b>
<b>Note : 17 - Cost of Materials Consumed :</b>		
Raw Materials :		
Stock at commencement	155,268,758	170,572,586
Add : Purchases	848,410,168	798,512,633
	1,003,678,926	969,085,219
Less : Stock at close	151,013,509	155,268,758
<b>Total</b>	<b>852,665,417</b>	<b>813,816,461</b>
Details of Purchase of Raw Material are as under :		
a Gold	571,188,590	575,815,900
b Diamonds	276,327,291	221,128,399
c Others	894,287	1,568,334
Value of Consumption Raw Material		
a Indegenous	553,886,459	614,782,823
b Imported	298,778,958	199,033,638
<b>Note : 18 - Employee Benefit Expense :</b>		
Salaries, Wages and Bonus	19,786,806	15,833,057
Company's Contribution to Provident & Other funds	525,067	471,773
Gratuity	846,020	691,114
Staff Welfare Expenses	920,377	770,489
<b>Total</b>	<b>22,078,270</b>	<b>17,766,433</b>
<b>Note : 19 - Finance Cost :</b>		
Interest on Cash Credit Loan (Net)	25,287,508	34,731,042
Bank Commission & Charges	4,747,926	3,666,306
<b>Total</b>	<b>30,035,434</b>	<b>38,397,348</b>



	End of	
	Current Reporting Year	Previous Reporting Year
	March 31,	
	2016	2015
<b>Note : 20 - Other Expenses :</b>		
Consumption of Stores and spares parts	3,080,330	1,913,443
Power & Fuel	2,664,923	2,757,570
Water Charges	1,101,191	710,553
Rent	2,012,165	1,421,421
Repairs and Maintenance:		
Factory Buildings	66,385	347,023
Plant and Machinery	88,088	196,560
Computer	284,221	253,477
Others	576,326	507,343
Insurance & ECGC Premium	4,082,036	8,046,982
Audit Fees	105,000	120,000
Rates and Taxes	89,380	128,319
Traveling & Conveyance Expenses	1,159,932	2,003,770
Legal and Professional Fees	3,754,405	1,758,783
Printing & Stationery	393,269	283,576
Telephone & Postage	613,383	720,685
Marketing, Selling & Distribution Expenses :		
Advertisement & Sales promotion expenses	3,226,987	5,533,495
Freight and forwarding	547,160	982,371
Sundry balance written off/(back)	(5,816)	(857)
Loss on sale of Assets	528,329	35,295
Miscellaneous	1,408,151	793,123
Maharashtra Value Added Tax	-	516,271
Corporate Social Responsibility	1,000,000	805,000
<b>Total</b>	<b>26,775,845</b>	<b>29,834,203</b>

**Rent Expenses :**

The Company has taken residential / office premise under operating lease or leave and license agreement. The lease terms in respect of such premises are on the basis of individual agreement entered into with the respective landlord/owner. The lease payments are recognised in the above note under " Rent ".

**Note : 21 - Deferred Tax :**

A The Net Deferred Tax Liability of Rs. 3,22,685/- [ Previous Year : 2,70,274/-]for the year has been credited in the Profit and Loss Account.

B Break up of Deferred Tax Liabilities and Assets into major components of the respective balances are as under :

Current Year	As at 31-03-15	INR - Charge for the year to Profit & Loss Account	As at 31-03-16
Deferred Tax Liabilities :			
Depreciation	1,907,415	(355,927)	1,551,488
<b>Total</b>	<b>1,907,415</b>	<b>(355,927)</b>	<b>1,551,488</b>
Deferred Tax Assets :			
Gratuity	1,552,190	(33,242)	1,518,948
<b>Total</b>	<b>1,552,190</b>	<b>(33,242)</b>	<b>1,518,948</b>
Net Deferred Tax Liability	<b>355,225</b>	<b>(322,685)</b>	<b>32,540</b>



Previous Year	As at 31-03-14	Profit & Loss Account	As at 31-03-15
<b>Deferred Tax Liabilities :</b>			
Depreciation	1,953,457	(46,042)	1,907,415
	1,953,457	(46,042)	1,907,415
<b>Deferred Tax Assets :</b>			
Gratuity	1,327,958	224,232	1,552,190
	1,327,958	224,232	1,552,190
Net Deferred Tax Liability	<b>625,499</b>	<b>(270,274)</b>	<b>355,225</b>

**Note : 22 - Calculation of Earnings per Equity Share [ EPS ] :**

The numerators and denominators used to calculate the basic and diluted EPS are as follows :

		Reporting year ended March,31		
		2016	2015	
A	Profit after tax attributable to Shareholders	INR	28,164,806	20,117,489
B	Basic and weighted average number of Equity shares outstanding during the year	Nos.	6,964,080	6,964,080
C	Nominal value of equity share	INR	10	10
D	Basic EPS	INR	4.04	2.89
E	Diluted EPS	INR	4.04	2.89

**Note : 23 - Related Party Transactions :**

**A Name of the Related Party and Nature of the Related Party Relationship :**

**a) Holding Company**

Neverlose Properties & Investment Pvt. Ltd.

**b) Key Management Personnel**

	Name	Designation	Transaction		
i	Shri. Kantikumar Dadha	Chairman & Managing Director	Remuneration & Perquisites	1,748,509	1,464,491
ii	Shri. Karansingh Baid	Executive Director	Remuneration & Perquisites	1,402,262	1,169,266
iii	Shri. Arvind Dadha	Executive Director	Remuneration & Perquisites	1,380,544	1,174,416

**B The following transactions were carried out with the related parties in the ordinary course of business :**

**a) Details relating to parties referred to in items 26 - A (b)**

i	Mrs. Kusum Dadha	Rent	673,800	563,200
ii	Mr. Ashish Dadha Chief Financial Officer	Salary	1,192,524	995,328

**Note : 24 - Contingent Liabilities and commitment to the extent not provided for :**

	2016	2015
<b>i) Contingent Liabilities :</b>		
<b>a</b> In respect of guarantees given by Banks and / or counter guarantees given by the Company	Uncertainable	Uncertainable
<b>b</b> Other money for which the company is contingent liable :		
The Income Tax Assessments of the Company have been completed up to Assessment Year 2012-13. The assessed tax liability exceeds the provision made as on 31st March, 2015. Based on the decisions of the Appellate authorities and the interpretations of other relevant provisions, the Company has been legally advised that the additional demand raised is likely to be either deleted or substantially reduced and accordingly no provision is considered necessary.	496,220	496,220



<b>Note : 25 - Value of Imports calculated on CIF basis :</b>		
Raw Materials	236,510,780	216,251,335
Studded Jewellery	42,109,018	20,046,619
<b>Total</b>	<b>278,619,798</b>	<b>236,297,954</b>

<b>Note : 26 - Earning in Foreign Currency :</b>		
Export at F.O.B. Basis	945,219,655	927,593,205

<b>Note :27 - : Consumption of Store &amp; Consumables</b>				
		<b>Reporting year ended March,31</b>		
		<b>2016</b>		<b>2015</b>
	%	<b>Amounts</b>	%	<b>Amounts</b>
a	99.80	3,074,133	93.48	1,788,766
b	0.20	6,197	6.52	124,677
	<b>100.00</b>	<b>3,080,330</b>	<b>100.00</b>	<b>1,913,443</b>

<b>Note : 28 - Expenditure in Foreign Currency :</b>		
Travelling Expenses	405,740	406,991

**Note : 29 - Distribution of Proposed Dividend :**

The Board of Directors, in its meeting held on 26th May,2016 recommended the final dividend of Rs.0.60 per equity share. If the same is approved by the share holders in the annual general meeting, there will be an appropriation of Rs. 50,29,082/- from surplus out of which Rs. 41,78,448/- as proposed dividend and Rs. 8,50,634/- as net corporate dividend tax.

**Note : 33 - Corporate Social Responsibility (CSR):**

The Company has spent the required amount in terms of provisions of section 135 of the companies,Act 2013 on Corporate Social Responsibility. During the year the company has incurred an amount towards the above mentioned activities as under:

- Gross amount required to be spent by the company during the year Rs. 8,89,076/- (previous year Rs. 8,04,117/-)
- Amount spent during the year by the company Rs.10,00,000/- (previous year Rs. 8,05,000/-).

Indirectly Expended through donation to Charitable Trust Rs.10,00,000/-.

**Note : 30 -** Balances in respect of Unsecured Loans, Loans & Advances, Sundry Debtors & Sundry Creditors are subject to confirmation by respective parties.

**Note : 31 -** Previous year's figures have been regrouped / rearranged wherever necessary to confirm to the current year grouping.

**'Significant Accounting Policies and Notes to the Financial Statements 1 to 31**

As per our report of even date  
**FOR MOTILAL & ASSOCIATES**  
Chartered Accountants

For and on behalf of Board of Directors

**ASHISH DADHA**  
Chief Financial Officer

**KANTIKUMAR DADHA**  
Chairman & Managing Director  
DIN No. 00283289

**(CAM.P. MODY)**  
Partner  
Membership No.: FCA 042975  
MUMBAI , 26th May, 2016

**(CS POOJA SANGHAVI)**  
ACS No.: 34216

**KARANSINGH BAID**  
Executive Director  
DIN No. 00283224

**ARVIND DADHA**  
Executive Director  
DIN No. 00317631



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

		2015-16	2014-15
	Rs.	Rs.	Rs.
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
<b>Net Profit Before Tax &amp; Extra-ordinary Items</b>		<b>42,342,121</b>	<b>31,874,872</b>
Adjustments for -			
Depreciation	2,920,793	3,215,954	
Interest Charged	25,287,508	34,731,042	
Loss on Sale of Fixed Assets	528,329	35,295	
Foreign Exchange Rate Difference	(31,553,078)	(6,116,067)	
		(2,816,448)	31,866,224
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>		<b>39,525,673</b>	<b>63,741,096</b>
Adjustments for :			
Trade & Other Receivable	(45,925,191)	1,477,739	
Inventories	4,445,258	15,344,963	
Liabilities	31,283,653	(43,978,923)	
		(10,196,280)	(27,156,221)
Cash Generated from Operations		29,329,393	36,584,875
Interest Paid		(25,287,508)	(34,731,042)
Direct Tax Paid		(13,373,423)	(27,478,901)
Cash Flow Before Extra-Ordinary Items		(9,331,538)	(25,625,068)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>A</b>	<b>(9,331,538)</b>	<b>(25,625,068)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>			
Sale of Fixed Assets	412,124	8,000	
Purchases of Fixed Assets	(3,428,803)	(2,450,485)	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>B</b>	<b>(3,016,679)</b>	<b>(2,442,485)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>			
Proceeds from Borrowings	(4,222,851)	27,178,856	
Dividend paid	(3,131,884)	(3,482,040)	
Tax on dividend paid	(708,861)	(591,773)	
<b>NET CASH USED IN FINANCE ACTIVITIES</b>	<b>C</b>	<b>(8,063,596)</b>	<b>23,105,043</b>
<b>C FOREIGN EXCHANGE RATE DIFFERENCE</b>	<b>D</b>	<b>31,553,078</b>	<b>6,116,067</b>
<b>Net Decrease in Cash and Cash Equivalents (A+B+C+D)</b>		<b>11,141,265</b>	<b>1,153,557</b>
<b>Opening Balance of Cash &amp; Cash Equivalents</b>		<b>22,916,968</b>	<b>21,763,411</b>
<b>D Closing Balance of Cash &amp; Cash Equivalents</b>		<b>34,058,233</b>	<b>22,916,968</b>

As per our report of even date  
**FOR MOTILAL & ASSOCIATES**  
Chartered Accountants

For and on behalf of Board of Directors

**ASHISH DADHA**  
Chief Financial Officer

**KANTIKUMAR DADHA**  
Chairman & Managing Director  
DIN No. 00283289

**(CA M.P. MODY)**  
Partner  
Membership No.: FCA 042975  
MUMBAI , 26th May, 2016

**(CS POOJA SANGHAVI)**  
ACS No.: 34216

**KARANSINGH BAID**  
Executive Director  
DIN No. 00283224

**ARVIND DADHA**  
Executive Director  
DIN No. 00317631



## GOLKUNDA DIAMONDS & JEWELLERY LIMITED

Registered office: G/30, Gems & Jewellery Complex III, Seepz, Andheri (East), Mumbai - 400 096  
CIN: L36912MH1990PLC058729

### Form No. MGT-11

#### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the member(s) :	
Registered Address :	
E mail ID :	
Folio No./Client ID :	
DP ID :	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....  
Address: .....  
.....  
E-mail Id: .....  
Signature: ....., or failing him
2. Name: .....  
Address: .....  
.....  
E-mail Id: .....  
Signature: ....., or failing him
3. Name: .....  
Address: .....  
.....  
E-mail Id: .....  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Wednesday, the 21<sup>st</sup> day of September, 2016 at 3.00 p.m. at "SUNCITY RESIDENCY HOTEL, Eden – Hall, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (E) Mumbai – 400 093" and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	Adoption of audited Financial Statements of the Company for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2	Declaration of Dividend on Equity Shares for the financial year ended 31.03.2016
3	Appointment of Mr. Karansingh Baid (DIN: 00283224), who retires by rotation and being eligible, offers himself for re-appointment.
4	Ratification of Appointment of M/s. Motilal & Associates, Chartered Accountants as Statutory Auditors of the Company.
5	Appointment of Ms. Rajani Poddar as a Non Executive Independent Director of the Company to hold office for a period of five years.

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
---------------------------

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**



**-: REGISTERED OFFICE :-**

G-30, Gems & Jewellery Complex - III, SEEPZ, Andheri (East), Mumbai - 400 096

Phone : +91 22 2829 0155 / 56

CIN: L36912MH1990PLC058729


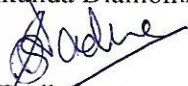


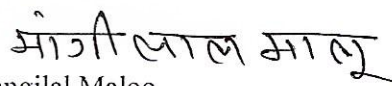
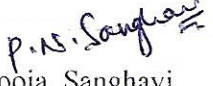


# GOLKUNDA DIAMONDS & JEWELLERY LIMITED

REGD. OFF. : G-30, GEMS & JEWELLERY COMPLEX - III, SEEPZ, ANDHERI (EAST), MUMBAI - 400 096. INDIA.  
Tel. : (91-22) 2829 0155 / 2829 0156 / 6693 8470 Fax : 2829 0373 Email : admin@golkunda.com Web : www.golkunda.com  
CIN No.: L36912MH1990PLC058729

## FORM A

### Format of covering letter of the annual audit report to be filed with the stock exchanges

1.	Name of the Company	GOLKUNDA DIAMONDS & JEWELLERY LTD
2.	Annual Financial Statement for the year ended	31 <sup>ST</sup> March, 2016
3.	Type of Audit observation	Un – qualified
4.	Frequency of observation	Not Applicable
5.	To be signed by-	
	<ul style="list-style-type: none"><li>• CEO / Managing Director</li></ul>	For Golkunda Diamonds & Jewellery Ltd  Kanti Kumar Dadha (Chairman & Mang. Director)
	<ul style="list-style-type: none"><li>• CFO</li></ul>	For Golkunda Diamonds & Jewellery Ltd  Ashish Dadha (Chief Financial Officer)
	<ul style="list-style-type: none"><li>• Auditor of the Company</li></ul>	For Motilal & Associates (Firm No. 106584W)  C.A. Mukesh P Modiy (Partner) Membership No. 42975 
	<ul style="list-style-type: none"><li>• Audit Committee Chairman</li></ul>	For Golkunda Diamonds & Jewellery Ltd  Mangilal Maloo (Chairman, Audit Committee)
	<ul style="list-style-type: none"><li>• Company Secretary</li></ul>	For Golkunda Diamonds & Jewellery Ltd  Pooja Sanghavi (Company Secretary)