



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 Email : admin@golkunda.com Web : www.golkunda.com
CIN No L36912MH1990PLC058729

To,

Date:31.08.2019

BSE Limited

Corporate Relationship Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001

Ref.: Scrip Code: 523676

Subject: Submission of Annual Report for the year 2018-19.

Dear Sirs,

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosed herewith Annual Report for the financial year 2018-19 along with the Notice convening 29th Annual General Meeting of the Company scheduled to be held on **28th September, 2019** at 3.00P.M. at Suncity Residency Hotel, Eden Hall-1, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (East), Mumbai-400093.

Request you to take the above on your records.

Thanking you,

Yours Faithfully,

For Golkunda Diamonds and Jewellery Limited


Kopal Jain
Company Secretary



Enhancing Lives for More than 29 Years . . .



29TH

**ANNUAL
REPORT**

Year 2018 - 19



GOLKUNDA

Diamonds & Jewellery Ltd.

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Vision

To be a world class manufacturer of jewellery offering the latest designs and impeccable quality and services to our customer.

Mission

To accomplish our objectives in an environment of fairness, honesty, and respect towards our clients, employees, vendors, shareholders and all stakeholders at large.

GLANCE

29
Years of
Experience

100%
Export

Facility at
SEEPZ
Special Economic Zone





GOLKUNDA DIAMONDS & JEWELLERY LIMITED

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

Email ID: admin@golkunda.com, Contact No.: 022-28290155 / 28290156 / 66938470

BOARD OF DIRECTORS

Mr. Kanti Kumar Dadha (DIN:00283289)	Chairman & Managing Director
Mr. Karan Singh Baid (DIN:00283224)	Whole Time Director
Mr. Arvind Dadha (DIN:00317631)	Whole Time Director
Mr. B. K. Ashok (DIN:00922780)	Independent Director
Mr. Gautam Dadha (DIN:00317378)	Independent Director (upto10.08.2018)
Mr. Mangilal Maloo (DIN:03041373)	Independent Director (upto 10.08.2018)
Mrs. Rajani Poddar (DIN: 07224114)	Independent Director
Mr. Vinod Kankariya (DIN:06886764)	Independent Director (w.e.f.10.08.2018)
Mr. Ashish Dadha	Chief Financial Officer
Ms. Kopal Jain	Company Secretary

BANKER

State Bank of India

AUDITORS

M/s. Motilal & Associates
Chartered Accountants, Mumbai

WORKS

G-30, Gems & Jewellery Complex - III,
SEEPZ, Andheri (East), Mumbai - 400096

REGISTRAR

Sharex Dynamic (India) Pvt. Ltd.
C 101, 247 Park, L B S Marg, Vikhroli west, Mumbai-400083
Tel.: 2851 5644 / 2851 5606 Fax.: 228512885
Email :support@sharexindia.com

DEMATERIALIZATION OF SECURITIES

ISIN-INE798D01015

CORPORATE IDENTITY NUMBER:

CIN:L36912MH1990PLC058729

WEBSITE

www.golkunda.com



NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of Gokunda Diamonds & Jewellery Limited ('the Company'), will be held at Suncity Residency Hotel, Eden Hall-1, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (East), Mumbai - 400 093 on Saturday, 28th September, 2019 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, 2019 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 of the Company for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mr. Arvind Dadha (Holding DIN: 00317361) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider re-appointment of M/s. Motilal & Associates, Chartered Accountants (Firm Registration No. 106584W) as Statutory Auditors and if thought fit to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 M/s. Motilal & Associates, Chartered Accountants (Firm Registration No. 106584W) be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company to be held in the year 2024 at a remuneration as may be decided by the Board of Directors of the Company".

SPECIAL BUSINESS:

5. Reappointment of Mr. B.K. Ashok as an Independent Director of the company

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

"RESOLVED THAT, pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') (including any statutory modification(s) or re-enactments thereof, for the time being in force), Mr. B.K. Ashok (DIN: 00922780), whose term as an Independent Director of the Company expires on September 26, 2019 and who has consented to act as an Independent Director of the Company and who has submitted his declarations that he meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. September 26, 2019 to September 25, 2024 and he will not be liable to retire by rotation."

"RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. Revision / partial modification in the remuneration of Mr. Kantikumar Dadha, Managing Director of the Company

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

"RESOLVED THAT, pursuant to the provisions of Section 197 read with Part II, Section I of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and in partial modification of the Special Resolution passed in the 27th Annual General Meeting of Company held on 28th September, 2017, with respect to remuneration of Mr. Kantikumar Dadha, Managing Director of the Company and considering the recommendation of the Board, approval of the Members be and is hereby accorded for revision in the existing remuneration of Mr. Kantikumar Dadha, Managing Director of the Company, for the remaining period of his extant services viz. upto 30th September, 2020 by way of salary, House Rent allowance and other Perquisites, Bonus, Performance Incentives, Commission and other additional perquisites and the Board be and is hereby authorized to approve his remuneration from time to time, subject to recommendation of the Nomination and Remuneration Committee of the Company, as per the rules of the Company, in the exercise of its discretion and to grant increments and to alter and vary from time to time the terms and conditions of the said appointment and remuneration, subject to the same not exceeding Rs. 6 lakhs per month and the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or as may be applicable from time to time."

"The following perquisites however shall not be included in the computation of the ceiling on remuneration:

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of leave at the end of the tenure."



“RESOLVED FURTHER THAT, Mr. Kantikumar Dadha shall be entitled to the re-imbusement of all out of pocket expenses which may be incurred by him for and in the course of business of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable to give effect to this resolution and to settle any question or doubt that may arise in relation thereto or otherwise, as may be considered by them in the best interest of the Company.”

REGISTERED OFFICE:

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

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

KANTIKUMAR DADHA
(Chairman & Managing Director)

Date:27.07.2019

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(48hours)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/Appointment under item no.3 and 5, of the accompanying notice as required by Regulation 26(4) and 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 22.09.2019 to 28.09.2019(Both days inclusive).
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 the Notice.
5. The Register of Directors and Key Managerial personnel and their shareholding maintained under section 170 of the Companies Act,2013, the Register of Contract and Arrangements in which the Directors are interested maintained under section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company and at the Annual General Meeting.
6. 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 upto date of the Annual General Meeting.
7. 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.
8. Dividend as may be declared shall be payable to members of the company whose names appear :
 - i) As Beneficial Owners as at the close of the business hours on September 21, 2019 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
 - ii) 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 21, 2019. Transfer documents received after September 21,2019 will not be considered for the aforesaid purpose.
9. 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, March 31, 2015, March 31, 2016 and March 31, 2017 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.
10. Members are requested note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of IEPF Authority. In view of this, Members are requested to claim their dividends from the Company within the stipulated time.
11. 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 systems may submit the requisition accordingly.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and



- to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or its R&T Agent for assistance in this regard.
13. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company atleast 10 days prior to the date of meeting so that the requisite information can be readily made available at the meeting.
 14. Members/proxies are requested to bring the copies of annual report and attendance slip duly filled while attending the meeting.
 15. 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-mode instead of physical service of documents.
 16. 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 SH13 (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.
 17. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regards.
 18. Members holding shares in the electronic form are advised to inform any changes in address / bank mandate / email ID directly to their Depository Participants.
 19. 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.
 20. 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. 21st September, 2019 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 existing password for casting your vote.
 1. In case of joint shareholders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Member of the Company will be entitled to vote.
 2. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar and Share Transfer Agent.
Route map of the venue of Annual General Meeting is annexed.
 3. 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 Wednesday, 25.09.2019 at 9.00 A.M. and ends on Friday, 27.09.2019 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 21.09.2019, 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.
- (iii) Click on Shareholders/Members.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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 numbering 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 there solutions 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 as sent 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 changed 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. 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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xxi) Ms. Kala Agarwal, Practicing Company Secretary (Membership No. FCS 5976) 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 Equity Shares of the paid – up equity share capital of the Company as on 21st September, 2019.
- 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) A member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If member casts vote by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
- xxv) 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.
- xxvi) The Scrutinizer after scrutinizing the votes cast at the Annual General Meeting and through remote e-voting will not later than two days of the conclusion of Annual General Meeting make a consolidated Scrutinizer's Report and submit the same to the Chairman.
- xxvii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.golkunda.com and on the website of CDSL www.cdslindia.com.

Explanatory Statement

[Pursuant to Section 101(2) of the Companies Act, 2013]

ITEM No. 5

Mr. B.K. Ashok was appointed as an Independent Director of the Company for a consecutive term of 5 years w.e.f. September 27, 2014 and he was not liable to retire by rotation. His said appointment is due to expire on September 26, 2019. Pursuant to the provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment for second term on passing of a Special Resolution by the Company. The Company has received a notice in writing from a Member of the Company under section 160(1) of the Companies Act, 2013 proposing the candidature of Mr. B.K. Ashok for the office of Director of the Company.

Mr. B.K. Ashok has given consent for the said re-appointment and he is not disqualified from being re-appointed as a Director of the Company under Section 164 of the Companies Act, 2013 ("Act"). Further, the Company has received declaration of independence from Mr. B.K. Ashok confirming that he meets the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence. Mr. B.K. Ashok has also given a declaration that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

On the basis of report of performance evaluation of Mr. B.K. Ashok, the Nomination and Remuneration Committee recommended to the Board that his continued association will immensely benefit the Company. Pursuant to the recommendation of Nomination and Remuneration Committee and report of performance evaluation and in order to reap benefits of his rich and varied experience the Board is of the opinion that, Mr. B.K. Ashok fulfill the conditions of his appointment as Independent Director of the Company as per the applicable provisions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM. In view of above and also considering provisions of 17(1A) of Listing Regulations and the recommendation of Nomination and Remuneration Committee of the Company for re-appointment of Mr. B.K. Ashok as Independent Director of the Company for a further consecutive term of five years period (viz. from September 27, 2019 to September 26, 2024), on the basis of his skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company as well as fulfilling the criteria of his independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1) (b) and 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said resolution at item Nos. 5 is being recommended by the Board of Directors to the members of the Company for their consideration and accord approval thereto by way of Special Resolution.

Except Mr. B. K. Ashok, no Director or Key Managerial Personnel or their relatives is / are concern or interested in the resolution in Item no. 5 of the Notice.

ITEM No.6

Mr. Kantikumar Dadha is on the Board of the Company since October 30, 1996. Over last twenty three years, Mr. Kantikumar Dadha has made significant contribution to the Company's growth and in planning and implementing the Company's business strategies.

Having regards to the knowledge and experience in the Diamonds, Gems & Jewellery Business and likely growth of the business of the Company under his able guidance and supervision, it is proposed, subject to approval of members in the General Meeting to revise the remuneration of Mr. KantiKumar Dadha, Chairman and Managing Director of the Company for the remaining period of his extant services viz. upto 30th September, 2020. The remuneration has been approved by the Board of Directors and Remuneration Committee in their respective meeting held on 25th May, 2019.

In view of the above facts and on the basis of report of performance evaluation of Mr. Kanti Kumar Dadha, the Nomination and Remuneration Committee recommended to the Board that his continued association has immensely benefitted the Company. Pursuant to the recommendation of Nomination and Remuneration Committee and report of performance evaluation and also considering him as a catalyst/facilitator for multifaceted affairs of the Company as well as the salary structures prevailing in the industry, it is thought prudent that his remuneration, which was last revised in the Annual General Meeting of Company held on 28th September, 2017 at the time of his re-appointment for 3 years i.e. 01.10.2017 to 30.09.2020 for a monthly remuneration not exceeding Rs. 2,50,000, should be revised/enhanced to Rs. 6,00,000/- per



month including Basic Salary, House Rent Allowance and other Perquisites, Bonus, Performance Incentives, Commission and other additional perquisites as approved by Board from time to time as per the rules of the Company, in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

Notwithstanding the remuneration payable to Mr. Kanti Kumar Dadha as detailed above, wherein any financial year during tenure of office of Mr. Kanti Kumar Dadha, the Company has no profits or its profits are inadequate the Company shall pay remuneration to Mr. Kanti Kumar Dadha by way of Salary, perquisites and other allowance as the case be, such amount not exceeding the limits prescribed in Schedule V of the Companies Act, 2013 or within such ceiling limits as may be recodified.

The following perquisites however shall not be included in the computation of the ceiling on remuneration as stated above.

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

Accordingly, the Board recommends the special resolution set out in the item No. 6 for approval of members.

None of the Directors except Mr. Kantikumar Dadha, Mr. Arvind Dadha & Mr. Ashish Dadha (Chief Financial Officer)(who may be deemed to be interested in the resolution, to the extent of their shareholdings in the Company)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 Special Resolution proposed in Item No. 6.

ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 26(4) & 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2)

Details Of Director Seeking Re-Appointment At The Forth coming Annual General Meeting

1. Re-appointment of Mr. Arvind Dadha, Director liable to retire by rotation

Name of Director	Mr. Arvind Dadha
Age	43 years
DIN	00317631
Category	Whole Time Director
Date of first appointment on the Board	01.10.1999
Brief Resume and nature of expertise in specific functional areas	Mr. Arvind Dadha holds B.Com Degree from Mumbai University having an experience of 20 years in the Industry. He is responsible for manufacturing and marketing functions of the Company. He is also associated with various Social Organisations.
Terms and conditions of re-appointment	Executive, Non-independent Director of the Company and liable to retire by rotation
Details of remuneration sought to be paid and remuneration last drawn	Not exceeding Rs. 2,50,000 per month
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr. Kantikumar Dadha, Father of Mr. Arvind Dadha is a Chairman and Managing Director of the Company and Mr. Ashish Dadha, brother of Mr. Arvind Dadha is a Chief Financial Officer of the Company.
Number of Board Meetings attended during the year	6
Qualification	B.com
Number of shares held in the Company	411135
List of Directorships held in other companies	Tecnova Digital India Private Limited
Chairman/ Member of the Committee of the Board of Companies in which he is Director (other than Golkunda Diamonds & Jewellery Limited)	NIL



2. Re-appointment of Mr. B.K. Ashok, Independent Director

Name of Director	Mr. Ashokkumar Kenatinkara Bekal
Age	63 years
DIN	00922780
Category	Non-Executive Independent Director
Date of first appointment on the Board	10.04.2003
Brief Resume and nature of expertise in specific functional areas	He is an advocate and handling with legal matters and provide legal consultancy services.
Terms and conditions of re-appointment	Non-Executive, Independent Director of the Company and not liable to retire by rotation
Details of remuneration sought to be paid and remuneration last drawn	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Board Meetings attended during the year	5
Qualification	B.A.,L.L.B
Number of shares held in the Company	NIL



BOARD REPORT

To,
The Members,
GOLKUNDA DIAMONDS AND JEWELLERY LIMITED
Mumbai

Your Directors have pleasure in submitting their 29th Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2019.

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	
	31/03/2019	*31/03/2018
Net Sales / Income from Business Operations	1,08,91,06,718	85,80,78,914
Other Income	8,475	2,26,139
Total Income	1,08,91,15,193	85,83,05,053
Provision for Depreciation / Amortization	35,61,822	32,23,860
Profit/(loss) after Depreciation & before Provision for Tax	1,95,65,631	1,29,11,487
Less: Provision for Income Tax (Current Tax)	70,00,000	43,00,000
Less: Deferred Tax	(9,14,803)	(5,17,442)
Less: Prior period tax adjustment	-	5,28,281
Net Profit/(Loss) After Tax	1,34,80,434	86,00,648
Amount of Dividend / Provision for Dividend	-	-
Amount Propose to be transferred to General Reserve	-	-
Earnings per share (Basic & Diluted)	1.94	1.24

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

TRANSFER TO RESERVES:

During the year under review, no amount has been transferred to General Reserves.

DIVIDEND:

Your Directors are pleased to recommend a final Dividend of Rs. 0.80 /-i.e. @8% per Equity share for the financial year ended 31.03.2019. The Dividend, if approved and declared in forthcoming Annual General Meeting would result a Dividend outflow of Rs. 52,23,060 and Distribution tax of Rs. 10,73,615. Aggregating a total outflow of Rs.62,96,675.

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

As per Section 124(5) of the Companies Act, 2013, all unpaid or unclaimed dividends for a period of seven years are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government.

Further Section 124(6) of the Companies Act, 2013 requires that all shares in respect of which unpaid or unclaimed dividend has been transferred to IEPF, shall also be transferred to IEPF. The Rules notified by Ministry of Corporate Affairs amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, in the name of IEPF Suspense Account.

Your Company transferred an aggregate amount of Rs.3,02,401 during the year under review to the Investor Education and Protection Fund from the unclaimed dividend for the financial year 2010-11. Your Company also transferred 4,23,701 equity shares belonging to 3012 shareholders to the Investor Education and Protection Fund.

The Company will upload full details of such shareholders and shares due for transfer to IEPF Suspense Account on its website at www.golkunda.com. Members are requested to complete formalities for claiming unpaid dividend if any to avoid transfer of the shares to IEPF. Please refer to the section Shareholders' Assistance in the Corporate Governance Report for further details.

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:

There are 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:

The particulars of loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review are disclosed under the respective Schedules/Notes in the Financial Statements.

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 here within **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.

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.

HOLDING COMPANY:

Neverloose Properties & Investment Private Limited continues to be Holding Company with 53.81% stake in the Company.

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 during the year nor has any outstanding deposits in terms of Section 73 to 76 of the Companies Act, 2013.

SHARE CAPITAL:

As on 31st March, 2019, 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 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.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Your Company maintains adequate internal control system and procedure commensurate with its size and nature of operations. The internal control system are designated to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transaction , safeguarding the assets of the Company and prevent misuse/losses and legal compliance.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process and Internal Audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:

During the Financial Year under review, the Company had 6(Six) Board meetings on 29.05.2018, 10.08.2018, 17.10.2018,14.11.2018, 01.02.2019 and 13.02.2019. The details of attendance of Directors at the Board Meeting are disclosed under Corporate Governance section of Annual Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In terms of Article of Association of the Company, Mr.Arvind Dadha retires at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The details of Director being recommended for re-appointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are contained in the accompanying Notice convening the ensuing Annual General Meeting of the company.

The tenure of appointment of Mr. Kantikumar Dadha (DIN: 00283289) as Managing Director of the Company expired on 30.09.2017 and the Company at its Annual General Meeting held as on 28.09.2017 have reappointed Mr. Kantikumar Dadha as Managing Director of the Company for the period of further Three (3) years with effect from 01.10.2017.



The tenure of appointment of Mr. Karan Singh Baid (DIN: 00283224) and Mr. Arvind Dadha (DIN: 00317631), Whole Time Directors of the Company expired on 09.11.2017 and 30.09.2017 respectively and the Company at its Annual General Meeting held as on 28.09.2017 have reappointed Mr. Karan Singh Baid and Mr. Arvind Dadha as Wholetime Directors of the company w.e.f. 10.11.2017 and 01.10.2017 respectively for the further period of (3) Three years.

Mr. Ashish Dadha is acting as Chief Financial Officer of the Company and Ms. Kopal Jain is acting as Company Secretary of the Company.

Mr. B.K. Ashok was appointed as Independent Director of the Company and will hold office upto September 26, 2019. Considering his skills, expertise, performance evaluation and experience in the respective fields and the contribution made by him during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee and the Board have recommended for re-appointment of Mr. B.K. Ashok as Independent Director on the Board of Company to hold office for second term of five consecutive years commencing from September 27, 2019 upto September 26, 2024 and he will not be liable to retire by rotation. The Company has received declaration from the Director that he continue to fulfill the criteria of independence as prescribed under 149(6) of Companies Act, 2013 and Regulation 16(1)(b) and 25(8) of SEBI (LODR) Regulations, 2015 (including any amendment or statutory re-enactment thereof for the time being in force). In terms of the provisions of section 160 (1) of the Companies Act, 2013, the Company has received notice from a member signifying his intention to propose the candidature of Mr. B.K. Ashok for the office of Independent Director of the Company, not liable to retire by rotation. Brief particulars/resume of the aforesaid Directors seeking their re-appointment, as per regulation 26(4) and 36(3) of SEBI (LODR) Regulations, 2015 and Regulation 1.2.5 of Secretarial Standard (SS-2) are provided in the AGM notice forming part of this Annual Report.

DIRECTORS RESPONSIBILITY STATEMENT:

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

- in the preparation of the Annual Accounts for 2018-19, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- 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 2018-19 and of the profit and loss of the company for that period;
- 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;
- the Directors had prepared the Annual Accounts on a going concern basis;
- 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.
- 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 as required 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 and Schedule IV of 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 as on 31st March, 2019.

Sr. No.	Name	Category
1.	Mr. Askokkumar Bekal (Chairman)	Independent Non- Executive Director
2.	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director
3.	Mr. Vinod Kankariya (Member)	Independent Non- Executive Director

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

The details 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 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.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Pursuant to requirements of 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 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.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.

During the financial year 2018-19, the requirement of contribution of specified amount towards CSR activities is not applicable to the Company and accordingly the Company was not required to and has not incurred any amount of expenditure towards CSR activities.

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 scope and functions as stipulated under the Companies Act, 2013 and SEBI (LODR) Regulations.

The Nomination and remuneration Committee consists of the following members as on 31st March, 2019.

Sr. No.	Name	Category
1	Mr. Askokkumar Bekal (Chairman)	Independent Non- Executive Director
2	Mr. Vinod Kankariya (Member)	Independent Non- Executive Director
3	Mrs Rajani Poddar(Member)	Independent Non- Executive Director

The 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 consists of the following members as on 31st March, 2019.

Sr. No.	Name	Category
1	Mr. Askokkumar Bekal (Chairman)	Independent Non- Executive Director
2	Mr. Vinod Kankariya (Member)	Independent Non- Executive Director
3	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director

The 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.



SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of section 204 of Companies Act, 2013 and rules thereto, Ms. Kala Agarwal, Practicing Company Secretary, was appointed by the Board as Secretarial Auditor of the Company to conduct its Secretarial Audit for the financial year 2018-19.

The Secretarial Audit Report for the financial year ended March 31, 2019 in form No. MR-3 is annexed to this Annual Report vide **Annexure-II** forming its integral part. The Secretarial Auditors' Report does not contain any qualifications, reservations or adverse remarks.

STATUTORY AUDITORS REPORT:

The term of Statutory Auditors M/s Motilal & Associates, Chartered Accountants, ends at the conclusion of the ensuing Annual General Meeting, and are eligible to be appointed as Statutory Auditors for a period of five years from the conclusion of the ensuing Annual General Meeting until the conclusion of the Annual General Meeting to be held in the calendar year 2024.

Considering the standing of the firm and domain knowledge, Directors commend the appointment of M/s Motilal & associates as Statutory Auditors of the Company. The Auditors have confirmed their eligibility to the effect that their appointment, if made would be within the prescribed limits of the Companies Act, 2013 and that they are not disqualified for such appointment.

There are no qualifications or adverse remarks in the Auditor's Report. No frauds were reported by the Auditors under Subsection (12) of the Section 143 of the Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS:

There were no qualifications, reservations or adverse remarks made by the Auditors in their Report. The comments by the auditors in their Report read along with formation and explanation given in Notes to Accounts are self explanatory and do not call for further explanation.

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 were no material orders passed by the judicial or Quasi Judicial Authority which affects the Going Concern Status of the Company during the year under review.

MANAGEMENT AND DISCUSSION ANALYSIS REPORT

Pursuant to Regulation 34 of the Listing Regulation, Management Discussion and Analysis Report containing information *inter-alia* on industry trends, your Company's performance, future outlook, opportunities and threats for the year ended 31st March, 2019, is provided in a separate section forming integral part of this Annual report.

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 'Annexure III' 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 FEES:

The Equity Shares of the Company is listed on BSE Limited and the Company has paid the applicable listing fees to the Stock Exchange 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 Company does not have shares lying with the Company in Unclaimed Suspense Account as on March 31, 2019.

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

(A) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

(B) 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.

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange Earning: Export at FOB basis:	Rs. 1,23,97,86,566	Rs. 1,23,97,86,566
Foreign Exchange Outgo: Value of Import on CIF basis Raw Material Studded Jewellery Capital Goods Travelling Expenses	Rs.39,92,25,452 Rs. 3,62,57,849 Rs. 31,90,269 Rs. 8,41,576	Rs. 43,95,15,146

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 IV**'.

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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR) is attached herewith and forms a part of this report.

The requisite certificate from the Secretarial Auditors of the Company i.e. Ms. Kala Agarwal, Practising Company Secretary, Mumbai confirming compliance with the conditions of Corporate Governance as stipulated under regulation 34 (3) and schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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.

SECRETARIAL STANDARDS

The Company complies with the Secretarial Standards, issued by the Institute of Company Secretaries of India, which are mandatorily applicable to the Company.

CEO / CFO CERTIFICATION:

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 31.03.2019.

ACKNOWLEDGEMENTS AND APPRECIATIONS:

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**

Date: 27.07.2019
Place: Mumbai

KANTIKUMAR DADHA
Chairman & Managing Director



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, 2019, which were not at arm's length basis.

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

Sr. No	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	Tecnova Digital India Private Ltd.	GD Creations(HUF)
A	Nature of contracts / arrangements / transactions	Rent	Salary	Rent Income	Rent Income
B	Duration of the contracts/ arrangements/transactions	On going	On going	On going	On going
C	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. 9,48,000/-	Payment of remuneration for acting as a Chief Financial Officer of the Company, Rs.17,19,000/-	Receipt of rent income in respect of property used by the entity, Rs. 60,000	Receipt of rent income in respect of property used by the entity, Rs. 60,000
D	Date(s) of approval by the Board	29.05.2018	29.05.2018	29.05.2018	29.05.2018
E	Amount paid as advances, if any:	NIL	NIL	NIL	NIL

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

Date:27.07.2019
Place: Mumbai

KANTIKUMAR DADHA
Chairman & Managing Director



Annexure II

Form No. - MR- 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2019

[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 AND JEWELLERY LIMITED
G-30, Gems and Jewellery, Complex-III
Seepz, Andheri (East)
Mumbai - 400096

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Golkunda Diamonds And 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, minute books, forms and returns filed and other records maintained by the Company and also 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 audit period covering the financial year ended on 31st March, 2019 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 have examined the books, papers, minute books, forms and returns filed and other records maintained **Golkunda Diamonds And Jewellery Limited** for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.
 - (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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (vi) 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.
- (vi) Other laws specifically applicable to the company, namely:
 - 1) Factories Act, 1948
 - 2) Payment of Wages Act, 1936
 - 3) The Minimum Wages Act, 1948
 - 4) The Electricity Act, 2003



- 5) Energy Conservation Act, 2001
- 6) Environment Protection Act, 1986
- 7) The Air (Prevention & Control of Pollution) Act, 1981
- 8) The Water (Prevention & Control of Pollution) Act, 1974
- 9) The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- 10) The Apprentices Act, 1961
- 11) The Employees' Compensation Act, 1923
- 12) The Maternity Benefit Act, 1961
- 13) Payment of Gratuity Act, 1972
- 14) The Payment of Bonus Act, 1965
- 15) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- 16) Employees' State Insurance Act, 1948
- 17) The Central Goods And Services Tax Act, 2017
- 18) Maharashtra Goods and Services Tax Act, 2017

We have also examined compliance of –

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Listing agreement entered into by the Company.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the year under review.

Adequate notice is given to the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further 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.

KALA AGARWAL
Practising Company Secretary
C P No.: 5356

Place: Mumbai
Date: 29/05/2019

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



'ANNEXURE - A'

To,
The Members,
GOLKUNDA DIAMONDS AND JEWELLERY LIMITED
G-30, Gems and Jewellery, Complex-III
Seepz, Andheri (East)
Mumbai - 400096

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 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.
4. Wherever 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 procedures on test basis.
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.

KALA AGARWAL
Practising Company Secretary
C P No.: 5356

Place: Mumbai
Date: 29/05/2019



Annexure- III

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2019

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

I. REGISTRATION AND OTHER DETAILS	Annexure – A
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY All Business activities of the Company contributing 10% or more of the total Turnover of the Company.	Annexure – B
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	Annexure –C
IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY) 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) Shareholding of Directors and Key Managerial Personnel	Annexure–D Annexure–E Annexure –F Annexure – G Annexure –H
V. INDEBTEDNESS	Annexure – I
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL 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	Annexure – J Annexure – K Annexure – L
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	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, ComplexIII,- Seepz, Andheri (East), Mumbai – 400096 Phone:022-28290155/28290156 Email ID: admin@golkunda.com
6.	Whether listed company	Yes
7.	Name,AddressandContactdetailsofRegistraran Transfer Agent, ifany	Sharex Dynamic (India) Pvt. Ltd. C 101, 247 Park, L B S Marg, Vikhroli west, Mumbai-400083 Tel.: 2851 5644 / 2851 5606 Fax.: 228512885 Email :support@sharexindia.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 ofthe 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	Neverlose Properties &Investment Private Limited 133, Canning Street, 1st Floor, Room No. 8, Kolkata, WB - 700001	U70109WB1993PTC058194	Holding	53.81%	2(46)



ANNEXURE – D

I. SHAREHOLDING 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	
A.	Promoter's									
(1)	Indian									
a)	Individual/ HUF	11,15,464	0	11,15,464	16.017%	13,05,164	0	13,05,164	18.741%	2.724%
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.	39,87,699	0	39,87,699	57.261	37,47,543	0	37,47,543	53.812%	-3.449%
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):	51,03,163	0	51,03,163	73.278%	50,52,707		50,52,707	72.553%	-0.725%
(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%
	Sub-total (A) (2):	0	0	0	0%	0	0	0	0%	0%
	Total Shareholding Promoter (A) = (A)(1) + (A)(2)	51,03,163	0	51,03,163	73.278%	50,52,707		50,52,707	72.553%	-0.725%
B.	Public Shareholding									
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%	4,23,701	0	4,23,701	6.084%	6.084%
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)	FIs	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%
	Sub-total (B)(1):	100	0	100	0.001%	4,23,801	0	4,23,801	6.085%	6.084%
2.	Non-Institutions									
a)	Bodies Corp.									
i)	Indian	38,703	14,600	53,303	0.765%	94392	900	95292	1.368%	0.603%
ii)	Overseas	0	0	0	0%	0	0	0	0%	0%
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,58,688	9,85,795	16,44,483	23.614%	6,67,092	5,61,885	12,28,977	17.647%	-5.967%
ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1,60,479	0	1,60,479	2.304%	1,60,479	0	1,60,479	2.304%	0%
c)	Others (specify)									
i)	Non Resident Indian	1,491	0	1,491	0.021%	1456		1456	0.021%	0%
ii)	Clearing Members	1061		1061	0.015%	1,368	0	1368	0.020%	0.005%
	Sub-total (B)(2):	8,60,422	10,00,395	18,60,817	26.719%	9,24,787	5,62,785	14,87,572	21.360%	-5.359%
	Total Public Shareholding (B) = (B) (1)+ (B)(2)	8,60,522	10,00,395	18,60,917	26.720%	13,48,588	5,62,785	19,11,373	27.445%	0.725%
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0%	0	0	0	0%	0%
	Grand Total (A+B+C)	59,63,685	10,00,395	69,64,080	100%	64,01,295	5,62,785	69,64,080	100	0%



ANNEXURE – E

i) 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	2,97,558	4.273%	0	3,95,158	5.674%	0	1.401%
2	Karan Singh Baid	59,256	0.851%	0	5,256	0.075%	0	-0.776%
3	Arvind Dadha	3,46,635	4.977%	0	4,11,135	5.904%	0	0.927%
4	Sushila Baid	3,000	0.043%	0	3,000	0.043%	0	0%
5	Mayank Baid	38,100	0.547%	0	3,100	0.045%	0	-0.502%
6	Kusum Dadha	103320	1.484%	0	1,03,320	1.484%	0	0%
7	Ashish Dadha	1,58,095	2.27%	0	1,85,695	2.666%	0	0.396%
8	Neverloose Properties & Investment Pvt. Ltd	39,87,699	57.261%	0	37,47,543	53.812%	0	-3.449%
9.	Kantikumar Dadha HUF	20,000	0.287%	0	49,000	0.704%	0	0.417%
10	Hemsingh Dadha HUF	20,000	0.287%	0	40,000	0.574%	0	0.287%
11.	Ashish Kantikumar Dadha HUF	20,000	0.287%	0	40,000	0.574%	0	0.287%
12.	Arvind Kantikumar Dadha HUF	19,500	0.280%	0	39,500	0.567%	0	0.287%
13.	Pooja Ashish Dadha	15,000	0.215%	0	15,000	0.215%	0	0%
14.	Diti Dadha	15,000	0.215%	0	15,000	0.215%	0	0%
	Total	51,03,163	73.278%	0	5052707	72.554%	0	0.724%

ANNEXURE – F

ii) 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 of the end 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. Neverloose Properties & Investment Pvt. Ltd	39,87,699	57.261%	01.06.2018	-	5544	-	-	-	39,93,243	57.341%	39,93,243	57.341%	
			13.07.2018					13,900		39,79,343	57.141%	39,79,343	57.141%
			17.08.2018					9,500		39,69,843	57.005%	39,69,843	57.005%
			24.08.2018					8,800		39,60,043	56.864%	39,60,043	56.864%
			02.11.2018					14,700		39,45,343	56.653%	39,45,343	56.653%
			30.11.2018					5,000		39,40,343	56.581%	39,40,343	56.581%
			04.01.2019					9,900		39,30,443	56.439%	39,30,443	56.439%
			11.01.2019					13,800		39,16,643	56.241%	39,16,643	56.241%
			18.01.2019					3,500		39,13,143	56.190%	39,13,143	56.190%
			25.01.2019					2,500		39,10,643	56.154%	39,10,643	56.154%
2. Arvind Dadha	3,46,635	4.977%	29.03.2019	-	8,500	-	-	-	3,55,135	5.10%	3,55,135	5.10%	
			31.03.2019		56,000					4,11,135	5.904%	4,11,135	5.904%
			13.07.2018							3,11,458	4.472%	3,11,458	4.472%
			24.08.2018					19,300		3,30,758	4.749%	3,30,758	4.749%
			02.11.2018					14,700		3,45,458	4.961%	3,45,458	4.961%
			30.11.2018					5,000		3,50,458	5.032%	3,50,458	5.032%
			11.01.2019					23,700		3,74,158	5.373%	3,74,158	5.373%
			18.01.2019					3,500		3,77,658	5.423%	3,77,658	5.423%
			25.01.2019					2,500		3,80,158	5.459%	3,80,158	5.459%
			22.03.2019					5,000		3,85,158	5.531%	3,85,158	5.531%
4. Ashish Dadha	1,58,095	2.27%	29.03.2019	-	7,600	-	-	-	1,65,695	2.379%	1,65,695	2.379%	
			31.03.2019		20,000					1,85,695	2.666%	1,85,695	2.666%
5. Kantikumar Dadha HUF	20,000	0.287%	27.07.2018	-	14,000	-	-	-	34,000	0.488%	34,000	0.488%	
			31.08.2018		15,000					49,000	0.704%	49,000	0.704%
6. Karansingh Baid	59,256	0.851%	13.04.2018	-	-	-	40,000	-	19,256	0.277%	19,256	0.277%	
			27.07.2018							5,256	0.075%	5,256	0.075%
31.08.2018					15,000				49,000	0.704%	49,000	0.704%	
7 Hemsingh Dadha HUF	20,000	0.287%	31.08.2018	-	20,000	-	-	-	40,000	0.574%	40,000	0.574%	
8. Ashish Kantikumar Dadha HUF	20,000	0.287%	13.04.2018	-	20,000	-	-	-	40,000	0.574%	40,000	0.574%	
9. Arvind Kantikumar Dadha HUF	19,500	0.28%	13.04.2018	-	20,000	-	-	-	39,500	0.567%	39,500	0.567%	
10. Mayank K Baid	38,100	0.547%	31.08.2018	-	-	-	35,000	-	3,100	0.045%	3,100	0.045%	



ANNEXURE – G

i) Shareholding Pattern of top ten Shareholders:

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

Particulars	Shareholding at the beginning of the year		Date	Increase			Decrease		Cumulative Shareholding during the year		At the of end 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. Investor Education & Protection Fund	423701	6.084%	31.03.2019	-					4,23,701	6.084%	423701	6.084%
2. Meena Devi	64,000	0.919%	-	-	-	-	-	-	-	-	64,000	0.919%
3. Arihant Capital Marketing Limited	90	0.001%	27.04.2018		2000				2,090	0.030%	2,090	0.030%
			11.05.2018		1000				3,090	0.044%	3,090	0.044%
			18.05.2018		2544				5,634	0.081%	5,634	0.081%
			01.06.2018				5544		90	0.001%	90	0.001%
			17.08.2018		9410				9,500	0.136%	9,500	0.136%
			04.01.2019		400				9,900	0.142%	9,900	0.142%
			01.02.2019				9800		100	0.001%	100	0.001%
			22.03.2019		5000				5,100	0.073%	5,100	0.073%
			29.03.2019		126900				1,32,000	1.895%	1,32,000	1.895%
			31.03.2019				76000		56,000	0.804%	56,000	0.804%
4 Nanda Nahar	29,935	0.430%	-	-	-	-	-	-	29,935	0.430%	29,935	0.430%
5 Religare Finvest Ltd	23,000	0.330%	31.03.2019	-	-	-	-	-	23,000	0.330%	23,000	0.330%
6 Mahesh Kumar Dadha	18,933	0.272%	-	-	-	-	-	-	18,933	0.272%	18,933	0.272%
7 Shiv Kumar Baid	17,400	0.25%	-	-	-	-	-	-	17,400	0.250%	17,400	0.250%
8 Dinesh Kumar Bajaj	15,174	0.218%	-	-	-	-	-	-	15,174	0.218%	15,174	0.218%
9 Vandana Bajaj	15,037	0.216%	-	-	-	-	-	-	15,037	0.216%	15,037	0.216%
10. Rajkumar Ojha	9,366	0.134%	27.04.2018	-	100	-	-	-	9,466	0.136%	5,493	0.079%
			15.06.2018	-	5	-	-	-	9,471	0.136%	5,558	0.080%
			31.08.2018	-	100	-	-	-	9,571	0.137%	5,758	0.083%
			07.09.2018	-	100	-	-	-	9,671	0.139%	6,158	0.088%
			14.09.2018	-	268	-	-	-	9,939	0.143%	6,616	0.095%
			12.10.2018	-	10	-	-	-	9,949	0.143%	7,020	0.101%
11. Usha Devi Agrawal	8,400	0.121%	-	-	-	-	-	-	8,400	0.121%	8,400	0.121%
12. Padmini Khanvilkar	8,434	0.121%	31.08.2018	-	-	-	100	-	8,334	0.120%	8,484	0.122%

ANNEXURE – H

i) Shareholding of Directors and Key Managerial Personnel:

Form each of Directors and KMP	Shareholding at the beginning of the year		Date Debit/ Credit	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year		At the end of the year	
	No. of shares	% of total shares of the company				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Kanti Kumar Dadha	2,97,558	4.273%	13.07.2018	13,900	Transfer	3,11,458	4.472%	3,11,458	4.472%
			24.08.2018	19,300	Transfer	3,30,758	4.749%	3,30,758	4.749%
			02.11.2018	14,700	Transfer	3,45,458	4.961%	3,45,458	4.961%
			30.11.2018	5,000	Transfer	3,50,458	5.032%	3,50,458	5.032%
			11.01.2019	23,700	Transfer	3,74,158	5.373%	3,74,158	5.373%
			18.01.2019	3,500	Transfer	3,77,658	5.423%	3,77,658	5.423%
			25.01.2019	2,500	Transfer	3,80,158	5.459%	3,80,158	5.459%
			22.03.2019	5,000	Transfer	3,85,158	5.531%	3,85,158	5.531%
			29.03.2019	10,000	Transfer	3,95,158	5.674%	3,95,158	5.674%
Mr. Karan Singh Baid	59,256	0.851%	13.04.2018	(40,000)	Transfer	19,256	0.277%	19,256	0.277%
			27.07.2018	(14,000)	Transfer	5,256	0.075%	5,256	0.075%
Mr. Arvind Kumar Dadha	3,46,635	4.977%	29.03.2019	8500	Transfer	3,55,135	5.100%	3,55,135	5.100%
			31.03.2019	56,000	Transfer	4,11,135	5.904%	4,11,135	5.904%
Mr. Vinod Kankariya	NIL	NIL	-	-	-	-	-	NIL	NIL
Mr. Ashok Kumar K. Bekal	NIL	NIL	-	-	-	-	-	NIL	NIL
Mr. Ashish Dadha	1,58,095	2.27%	29.03.2019	7600	Transfer	1,65,695	2.379%	1,65,695	2.379%
			31.03.2019	20000	Transfer	1,85,695	2.666%	1,85,695	2.666%
Mrs. Rajani Poddar	NIL	NIL	-	-	-	-	-	NIL	NIL
Ms. Kopal Jain	NIL	NIL	-	-	-	-	-	NIL	NIL



ANNEXURE – I

V) INDEBTEDNESS

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

Sr. No.	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i)	Principal Amount	34,01,84,492	25,00,000	-	34,26,84,492
ii)	Interest due but not paid	-	37,171	-	37,171
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	34,01,84,492	25,37,171	-	34,27,21,663
	Change in Indebtedness during the financial year				
i)	Addition	-	41,665	-	41,665
ii)	Reduction	(3,56,11,755)	(25,78,836)	-	(3,81,90,591)
	Net Change	(3,56,11,755)	(25,37,171)	-	(3,81,48,926)
	Indebtedness at the end of the financial year				
i)	Principal Amount	30,45,72,737	-	-	30,45,72,737
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	30,45,72,737	-	-	30,45,72,737

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	20,04,000	19,58,000	19,58,000	59,20,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	3,15,782	24,210	79,902	4,19,894
(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	—	—	—	—
	Total (A)	23,19,782	19,82,210	20,37,902	63,39,894
	Ceiling as per the Act	30,00,000	30,00,000	30,00,000	90,00,000



ANNEXURE – K

B. Remuneration to other Directors

Sr No	Particulars of Remuneration	Name of Directors					Total Amount
		Mr. Vinod Kankariya (w.e.f. 10.08.2018)	Mr. Mangilal Maloo (upto 10.08.2018)	Mr. Gautam Chand Dadha (upto 10.08.2018)	Mr. Ashok Kumar K. Bekal	Mrs. Rajani Poddar	
1	Independent Directors						
(a)	Fee for attending board /committee meetings	10,000	10,000	10,000	—	20,000	50,000
(b)	Commission	-	—	—	—	—	—
(c)	Others, please specify	-	—	—	—	—	—
	Total (1)	10,000	10,000	10,000	—	20,000	50,000
2	Other Non-Executive Directors						
(a)	Fee for attending board committee meetings	-	—	—	—	—	—
(b)	Commission	-	—	—	—	—	—
(c)	Others, please specify	-	—	—	—	—	—
	Total (2)	-	—	—	—	—	—
	Total (B)=(1+2)	10,000	10,000	10,000	—	20,000	50,000
	Total Managerial Remuneration	10,000	10,000	10,000	—	20,000	50,000
	Overall Ceiling as per the Act (per Board Meeting)	1,00,000	1,00,000	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		
		CFO Mr. Ashish Dadha	CS Ms. Kopal Jain	Total
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17,19,000	4,32,739	21,51,739
(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	—	—	
	Total	17,19,000	4,32,739	21,51,739



Annexure- IV

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 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 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. 2018-19	% increase in Remuneration in the F.Y. 2018-19	Ratio of remuneration of each Director/ KMP to median remuneration of employees
Mr. Kantikumar Dadha (Managing Director &KMP)	Rs. 23,19,782/-	-	9.91:1
Mr. Karan Singh Baid (Whole Time Director)	Rs. 19,82,210/-	7.90%	8.47:1
Mr. Arvind Dadha (Whole Time Director)	Rs. 20,37,902/-	8.78%	8.71:1
Mr. Ashish Dadha (Chief Financial Officer- KMP)	Rs. 17,19,000/-	8.40%	7.35:1
Ms. Kopal Jain (Company Secretary-KMP)	Rs. 4,32,739/-	51.83%	1.85:1

2. The median remuneration of employees of the Company during the financial year was Rs.2,33,975/-. In the Financial Year 2018-19, there was an increase of 16.35% in the median remuneration of employees;
3. There were 28 number of employees on the rolls of the Company as on 31st March, 2019;
4. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19, and comparison with the increase in the managerial remuneration for the same financial year.

Remuneration paid to employees excluding managerial personnel for the FY 2017-18	Remuneration paid to employees excluding managerial personnel for the FY 2018-19	% change in remuneration paid to employees excluding managerial personnel	Remuneration paid to managerial personnel for the FY 2017-18	Remuneration paid to managerial personnel for the FY 2018-19	(%) change in remuneration paid to managerial personnel
1,24,44,637	1,20,83,883	-	79,72,414	84,91,633	6.51%

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 **GOLKUNDA DIAMONDS & JEWELLERY LIMITED**

KANTIKUMAR DADHA
CHAIRMAN AND MANAGING DIRECTOR

DATE: 27.07.2019
PLACE: MUMBAI



CORPORATE GOVERNANCE REPORT

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

The Corporate Governance Report, as applicable for the year ended March 31, 2019 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:

Your Company believes that good Corporate Governance is the foundation for a truly sustainable Company. Corporate Governance is a set of principles, processes and systems to be followed by the Directors, Management and all Employees of the Company for enhancement of shareholder value while keeping in view interest of other stakeholders. Set procedures, guidelines and practices have been evolved to ensure timely disclosures of information regarding our financials, performance, significant events and governance etc. of the Company. The Company has adopted a code of conduct for its Board, KMPs and Senior Management personnel which has been communicated to them and they have affirmed the same through their annual disclosures to the Company. Your Directors fully endorse and support the Corporate Governance practices in accordance with the provisions of Listing Regulations of SEBI.

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 3 Non-Executive Independent Directors (including a One Woman Independent Director).
- 2) All Directors other than Mr.Kanti Kumar Dadha, Mr. Karan Singh Baidand 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 25th Sept. 2018
		Held during tenure	Attended	
Mr. Kanti Kumar Dadha	Chairman & Managing Director (Promoter)	6	6	Yes
Mr. Karan Singh Baid	Whole Time Executive Director (Promoter)	6	6	Yes
Mr. Arvind Kumar Dadha	Whole Time Executive Director (Promoter)	6	6	Yes
Mr. Ashok Kumar K. Bekal	Independent Non-Executive Director	6	5	Yes
Mr. Gautam Chand Dadha**	Independent Non-Executive Director	2	2	No
Mr. Mangilal Maloo**	Independent Non-Executive Director	2	2	No
Mrs. Rajani Poddar	Independent Non-Executive Director	6	4	Yes
Mr. Vinod Kankariya*	Independent Non-Executive Director	4	2	Yes

*Mr. Vinod Kankariya is appointed as a Director of the Company w.e.f. 10th August, 2018, hence he was entitled to attend the Four Board Meetings and attended the two Board Meetings.

**Mr. Mangilal Maloo & Mr. Gautam Chand Dadha have resigned as a Director of the Company w.e. f. 10th August, 2018.

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)			
		Directorship	Director ship in Listed Companies	Committee Chairman ship	Committee Member ship
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	2	2
Mr. Gautam Chand Dadha	Independent Non-Executive Director	1	1	0	0
Mr. Mangilal Maloo	Independent Non-Executive Director	1	1	0	0
Mrs. Rajani Poddar	Independent Non-Executive Director	1	1	0	2
Mr. Vinod Kankariya	Independent Non-Executive Director	1	1	0	2



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
29 th May, 2018	7	7
10 th August, 2018	7	7
17 th October, 2018	6	3
14 th November, 2018	6	6
01 st February, 2019	6	4
13 th February, 2019	6	6

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. Vinod Kankariya	NIL
3.	Mrs. Rajani Poddar	NIL

g) **Board Meetings Procedure:**

In order to ensure maximum presence of all Directors in the Board Meeting, dates of the Board Meetings are fixed in advance after consultation with individual Directors and considering their convenience. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors.

Apart from any specific matter, the Board periodically reviews routine business items which includes approval of financial results along with Auditors review report, operational performance of the Company, minutes of committee meetings, quarterly corporate governance report, statement of investor complaints, shareholding pattern, compliance report on all laws applicable to the Company, annual financial statements, annual budget, capital expenditure and other matters placed before the Board pursuant to Part A of Schedule II of Listing Regulations.

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.
- * 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, 2019 was placed before the Board of Directors of the Company in their meeting held on July 27, 2019 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 and Mrs. Rajani Poddar was appointed for a period of 5 years w.e.f. 12th August, 2016 by the shareholders at the Twenty Sixth Annual General Meeting of the Company held as on 21st September, 2016.

Mr. Mangilal Maloo and Mr. Gautam Chand Dadha have resigned w.e.f. 10.08.2018 due to their pre occupation with other commitments and inability to devote sufficient time to the affairs of the Company.

The Independent Director Mr. Vinod Kankariya was appointed for five years w.e.f. 10th August, 2018 by the shareholders at the Twenty Eighth Annual General Meeting of the Company held as on 25th September, 2018.

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.gokulda.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 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.

> **Familiarization 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 Familiarisation Programme and details thereof imparted during FY 2018-19 are uploaded on the website viz; www.gokulda.com.

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

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company was held on 13th February, 2019, interalia, to discuss the follow in

- * 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.

> **Matrix of skills/competence/ expertise of Director**

The Following matrix summarizes list of core skills/ expertise/ competencies/ identified by the Board as required in the context of its business and the sectors in which the Company operates.

Board Competency Matrix

Industrial Knowledge/ Experience	Technical Skills/Expertise/Competencies	
Industrial Experience	Finance & Accounting	Leadership
Knowledge of sector (jewellery)	Legal & Governance	Business Administration
Knowledge of board public policy direction	Sales & Marketing	Corporate Restructuring
Understanding of government legislation/ legislative process	Information Technology	Human Resource Management & Labour Laws
Global Business	Public Relation	Strategy and business development
Supply Chain Management	Risk Management	Corporate Social Responsibility

The Company's Board comprises of qualified members, who possesses aforesaid knowledge, experience, technical skills, expertise and competencies or effective contribution to the board and its committees.

Certificate on Non-disqualification of Directors

Ms. Kala Agarwal, Practising Company Secretary have certified that for the financial year ended on 31st March, 2019, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such authority. A certificate issued by Kala Agarwal, to that effect is attached as an annexure to this Report.



3. AUDIT COMMITTEE

a) Composition:

Your Company had constituted an Audit Committee. The composition of Audit Committee as on 31st March, 2019 is as under:

Sr. No.	Name of the Member	Category
1	Mr. Askokkumar Bekal (Chairman)	Independent Non- Executive Director
2	Mr. Vinod Kankariya (Member)	Independent Non- Executive Director
3	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director

The Committee's Composition met with requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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 theYear:

The Committee met 4 (Four) times during the year on the following dates viz. 29.05.2018, 10.08.2018, 14.11.2018 and 13.02.2019.

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 2018-2019)	
		Held during tenure	Attended
1.	Mr. Ashok Kumar K. Bekal	4	4
2.	Mrs. Rajani Poddar*	2	2
3.	Mr. Vinod Kankariya*	2	2
4.	Mr. Mangilal Maloo**	2	2
5.	Mr. Gautam Chand Dadha**	2	2

*Appointed as Members of the committee from 10.08.2018, **Ceased to be chairman/member w.e.f. 10.08.2018

Sr. No.	Dates on which Audit Committee Meetings were Held	Total Strength of the Committee	No of Members Present
1	29 th May, 2018	3	3
2	10 th August, 2018	3	3
3	14 th November, 2018	3	3
4	13 th February, 2019	3	3

c) Brief Description of Terms of Reference:

The Company has an Audit Committee with scope of activities as set out in 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 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 asunder

i. Financial Reporting and Related Processes

Oversight of the Company's financial reporting process and disclosure of its financial information

Reviewing with the Management the quarterly unaudited financial results and Auditors Review Report thereon and make necessary recommendation to the Board.

Reviewing with the Management audited annual financial statements and Auditors' Report thereon and make necessary recommendation to the Board. This would, inter-alia, include reviewing changes in the accounting policies, if any, major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements arising out of audit findings, disclosure of related party transactions, compliance with legal and other regulatory requirements with respect to the financial statements.

Reviewing the Management Discussion & Analysis of financial and operational performance and Board's Report.

Scrutiny of inter-corporate loans and investments.

Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments existing as on 1st April 2019. (w.e.f 1st April, 2019).



ii. Internal Controls and Governance Processes

Review the adequacy and effectiveness of the Company's internal control system. Evaluation of Internal Financial Controls and Risk Management Systems, review and discuss with management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.

Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon.

To oversee and review the functioning of a Vigil Mechanism / Whistle Blower Policy.

Approval of Related Party Transactions (RPT) or any subsequent modifications of RPT and review of RPT on quarterly basis.

Approval of appointment of Chief Financial Officer.

iii. Audit & Auditors

Review and monitor Auditor's Independence and performance and effectiveness of Audit process.

Reviewing with the management, performance of internal and statutory auditors, adequacy of internal control systems.

Review the scope of the Statutory Auditor, the Internal Audit Plan with a view to ensure adequate coverage.

Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.

Review and recommend to the Board, appointment, remuneration and terms of appointment of the Auditors including Internal Auditors.

Approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.

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 & Remuneration Committee consists of the members as detailed below as on 31st March, 2019.

Sr. No.	Name of the Member	Category
1	Mr. Askokkumar Bekal (Chairman)	Independent Non- Executive Director
2	Mrs. Rajani Poddar(Member)	Independent Non- Executive Director
3	Mr. Vinod Kankariya (Member)	Independent Non- Executive Director



b) Meetings of Nomination and Remuneration Committee:

During the financial year 2018-19, the Nomination and Remuneration Committee (formerly known as Remuneration Committee) met one time on 10th August, 2018. The attendance of each Committee member in the meeting during the financial year ended March 31, 2019 is given below:

Sr. No.	Name of member	Nomination and Remuneration Committee meetings (Financial Year 2018-2019)	
		Held during tenure	Attended
1	Mr. Askokkumar Bekal	1	1
2	Mrs. Rajani Poddar	0	0
3	Mr. Vinod Kankariya	0	0

Sr. No.	Dates on which Nomination and Remuneration Committee Meetings were Held	Total Strength of the Committee	No of Members Present
1	10 th August, 2018	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 carryout 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 reason able 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.



a) **Board Evaluation:**

Pursuant to provisions of the Companies Act, 2013, Schedule IV 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 31.03.2019:**

Name of Director	No. of Board Meetings Attended	Sitting Fees Paid (in Rs.)
Mr. Mangilal Maloo *	2	10,000/-
Mr. Gautam Chand Dadha *	2	10,000/-
Mr. Ashok Kumar K. Bekal **	4	NIL
Mrs. Rajani Poddar	4	20,000/-
Mr. Vinod Kankariya	2	10,000/-

*Mr. Mangilal Maloo & Mr. Gautam Chand Dadha have resigned the office w.e. f. 10.08.2018.

** Mr. Ashok Kumar K. Bekal has waived his 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 relationships 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 31.03.2019 are as follows:**

Name	Relation with Gokulda	Salary	Stock Option	Commission	Contribution to Provident Fund and other funds	Perquisites	Total
Mr. Kanti Kumar Dadha	Chairman and Managing Director	20,04,000	—	—	21,600	3,15,782	23,41,382
Mr. Karan Singh Baid	Whole Time Director	19,58,000	—	—	21,600	24,210	20,03,810
Mr. Arvind Kumar Dadha	Whole Time Director	19,58,000	—	—	21,600	79,902	20,59,502

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 28.09.2017 with effect from 1st October, 2017.

* Mr. Arvind Dadha (DIN: 00317631) was re-appointed as Whole Time Director of the Company for the period of Three years at Annual General meeting held on 28.09.2017 with effect from 1st October, 2017.

* Mr. Karan Singh Baid (DIN:00283224) was re-appointed as Whole Time Director of the Company for the period of Three years at Annual General Meeting held on 28.09.2017 with effect from 10th November, 2017.

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 Part D of Schedule II with reference to Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178(5) of the Companies Act, 2013.



a) **Composition of Committee:**

Composition of Stakeholders' Relationship Committee is as follows.

The Stakeholders Relationship Committee consists of the members as detailed below as on 31st March, 2019.

Sr. No.	Name	Category
1	Mr. Askok kumar Bekal (Chairman)	Independent Non- Executive Director
2	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director
3	Mr. Vinod Kankariya (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. 29.05.2018, 10.08.2018, 14.11.2018 and 13.02.2019.

Sr. No.	Name	Stakeholders Relationship Committee meetings	
		Held during Tenure	Attended
1	Mr. Ashok Kumar K. Bekal	4	4
2	Mrs. Rajani Poddar*	2	2
3	Mr. Vinod Kankariya*	2	2
4	Mr. Mangilal Maloo**	2	2
5	Mr. Gautam Chand Dadha**	2	2

*Appointed as Members of the committee from 10.08.2018, **Ceased to be chairman/member w.e.f. 10.08.2018

Sr. No.	Dates on which Stakeholders Relationship Committee Meetings were held	Total Strength of the Committee	Number of Members Present
1	29th May, 2018	3	3
2	10th August, 2018	3	3
3	14th November, 2018	3	3
4	13th February, 2019	3	3

d) **Name and Designation of Compliance Officer:**

Ms. Kopal Jain is acting as Company Secretary and Compliance Officer of the Company.

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

Number of Shareholders Complaints received	1
Number resolved to the satisfaction of shareholders	1
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 and Mr. Vinod Kankariya is appointed as new Chairman of the Corporate Social Responsibility (CSR) Committee w.e.f. 10th August, 2018

i. **Composition:**

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

The Committee met once during the year i.e. as on 13th February, 2019 were all the Committee members were present.



ii. **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 thereunder.

8. **GENERAL BODY MEETINGS:**

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

Year	Date	Time	Venue
2018	25 th September, 2018	3.00 P.M.	"Suncity Residency Hotel, Eden – Hall-1, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (E), Mumbai – 400 093"
2017	28th September, 2017	3.00 P.M.	"Suncity Residency Hotel, Eden – Hall, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (E), Mumbai – 400 093"
2016	21st September, 2016	3.00 P.M.	"Suncity Residency Hotel, Eden – Hall, 16th Road, Maheshwari Nagar, MIDC, Marol, 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 25.09.2018 and 21.09.2016.

> The Company has passed three Special Resolutions at the Annual General Meeting held on 28.09.2017 in respect of:

- * Re-appointment of Mr.Kantikumar Dadha as Managing Director for the period of three years w.e.f. 01.10.2017
- * Re-appointment of Mr.Arvind Dadha as a Whole Time Director for the period of three years w.e.f. 01.10.2017.
- * Re-appointment of Mr.Karan Singh Baid as a Whole Time Director for the period of three years w.e.f. 10.11.2017.

> The Company has not passed any resolution through postal Ballot in the previous financial year.

c) 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.

Compliance with Mandatory & Non-Mandatory Requirements

The Company has complied with all mandatory requirements of Corporate Governance specified in Listing Regulations. The Company has adopted discretionary requirements specified in Part E of Schedule II of Listing Regulations as given below:

The Board: The Company is headed by an Executive Chairman.

Shareholder's Rights: Quarterly, half-yearly, annual financial results of the Company are published in English and Marathi newspapers and are also forwarded to BSE Limited. The said results are also uploaded on the website of the Company www.golkumda.com. Hence, the same are not sent to the Shareholders of the Company by email or physically.

Saperate Post of Chairpeson and Chief Executive Officer: The post of Chairperson and Managing Director in the Company is held by a single person i.e. Mr. Kantikumar Dadha.

Modified Opinion in Audit Report: There was no qualification or modified opinion in the Independent Auditors' Report on Audited Financial Statements for the year ended 31st March, 2019.

Compliance with the requirements of Corporate Governance

All the requirements of Corporate Governance specified in Regulation 17 to 27 of Listing Regulations and of sub-regulation (2) of Regulation 46 of Listing Regulations have been complied with. Provisions of Registration 21 and 24 of Listing Regulations are not applicable to the company.

9. **MEANS OF COMMUNICATION:**

- 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 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-eighth ours 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.
- f) SCORES (SEBI Complaints Redressal System): SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.

10. GENERAL SHAREHOLDER INFORMATION:

1.	Date, time and the venue of 29 th AGM	28 th September, 2019 at 3.00 p.m. Suncity Residency Hotel, Eden Hall-1, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (East), Mumbai - 400 093
2.	Financial Calendar	April 01, 2018 to March 31, 2019
3.	Date of Book Closure	22 nd September, 2019 to 28 th September, 2019(both days inclusive)
4.	Dividend Payment Date	On or after 18 th October,2019
5.	Listed on Stock Exchange	BSE Limited, Phiroze Jeejeebhoy Towers, 1 st Floor, Dalal Street, Mumbai-400001
6.	Annual Listing Fees	Annual listing fees for the financial year 2019-20 has been paid to BSE Limited
7.	BSE Stock code	523676

8. Stock market price data for the last financial year ended March31, 2019 on The Stock Exchange, Mumbai is as under:						
Date	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares	
April 2018	19.95	20.5	17.15	17.75	4,197	
May 2018	18.5	19	13.6	14.1	10,231	
June 2018	13.4	15	11.85	14.5	2,437	
July 2018	15	15	11	11.05	15,762	
August 2018	11.6	13.41	10.96	12	20,670	
September 2018	12.6	13	12	12.6	2,540	
October 2018	13	13.65	12	12.1	14,810	
November 2018	12	12.07	10.36	11.02	11,758	
December 2018	11.57	12.14	11.3	11.3	216	
January 2019	11.86	13.07	11.64	12	31,624	
February 2019	11.4	13.33	11	12.67	2,786	
March 2019	12.04	13.5	9.9	13.24	1,69,322	
9. Registrar & Share Transfer Agent			Sharex Dynamic (India) Private Limited C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083			
10. Share Transfer System			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.			



11. Distribution of shareholding as on March 31, 2019					
	No. of Shares Nominal Value	No. of Shareholders	% of Shareholders	Total Amount	% of Amount
	1 to 5000	5841	94.77	7,915,590	11.36
	5001 to 10000	192	3.12	15,98,060	2.30
	10001 to 20000	60	0.97	9,11,910	1.31
	20001 to 30000	17	0.28	4,23,220	0.61
	30001 to 40000	11	0.18	3,96,790	0.57
	40001 to 50000	8	0.13	3,53,830	0.51
	50001 to 100000	14	0.23	9,96,090	1.43
	100001 and above	20	0.32	5,70,45,310	81.91
	TOTAL	6163	100	6,96,40,800	100.00
12. Shareholding pattern as on March 31, 2019					
Category	No. of Shares	% of total			
Promoter's holding	5068617	72.78			
Mutual Funds and UTI	0	0			
Financial Institution / Banks	100	0.001			
NBFC Registered with RBI	200	0.003			
Foreign Institutional Investors	0	0			
NRIs / OCBs	1,456	0.021			
Companies / Bodies Corporate	95,092	1.365			
Clearing Members	1,368	0.020			
General Public	13,73,546	19.723			
Investor Education & Protection Fund	4,23,701	6.084			
Total	69,64,080	100.00			
13. Dematerialization of Shares and liquidity	As on 31.03.2019, 91.92% of the Company's Equity Shares representing 64,01,295 Equity Shares were held in dematerialized form with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).				
14. Outstanding GDR's / ADR's / Warrants or any Convertible Instruments	The Company does not have outstanding GDRS / ADRS/ Warrants or any Convertible instruments.				
15. Plant Location (Development Centre)	G-30, Gems & Jewellery, Complex III, SEEPZ, Andheri (E), Mumbai- 400 096				
16. Address for Correspondence (for dematerialization/ transfer of shares, payment of dividend on shares, and any other query relating to the shares of the Company For any other queries	Sharex Dynamic (India) Private Limited C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083 G-30, Gems & Jewellery, Complex III, SEEPZ, Andheri (E), Mumbai- 400096				
17. Reconciliation of Share Capital Audit	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.				
18. Compliance Officer	Ms. Kopal Jain (Company Secretary) G-30, Gems & Jewellery, Complex III, SEEPZ, Andheri (E), Mumbai 400096 Tel No. 022-28290155/56 Email ID: cs@golkunda.com				
19. Investor Correspondence	Any query relating to shares and request for transactions such as transfer, transmission and nomination facilities, duplicate share certificates, change of address, non-receipt of dividend/ and/or Annual Report, and also regarding dematerialization/ rematerialisation of shares may be taken up with the Registrar and Transfer Agent. Sharex Dynamic (India) Pvt. Ltd. C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083				



3. **COMPLIANCE CERTIFICATE BY AUDITORS:** The Company has obtained a certificate from the Secretarial Auditors regarding compliance of conditions of Corporate Governance as stipulated under Schedule V (E) of the SEBI (LODR) Regulations which is annexed herewith.
4. **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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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 Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,(LODR).
- e) In compliance with the discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), 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
GOLKUNDA DIAMONDS & JEWELLERY LTD.**

PLACE: MUMBAI
DATE: 27.07.2019

(KANTIKUMAR DADHA)
CHAIRMAN AND MANAGING DIRECTOR

Details of Directors Seeking Re election:

Mr. Arvind Dadha retires by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re – election. Pursuant to 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.



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
GOLKUNDA DIAMONDS AND JEWELLERY LIMITED
G-30, Gems And Jewellery Complex-III, Seepz,
Andheri (East), Mumbai - 400096.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of GOLKUNDA DIAMONDS AND JEWELLERY LIMITED having CIN L36912MH1990PLC058729 and having registered office at G-30, Gems And Jewellery Complex-III, Seepz, Andheri (East), Mumbai - 400096 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	KARANSINGH BAID	00283224	10/11/2011
2	KANTIKUMAR DADHA	00283289	30/10/1996
3	ARVIND KANTI KUMAR DADHA	00317631	01/10/2009
4	ASHOKKUMAR KENATINKARA BEKAL	00922780	10/04/2003
5	VINOD GULABCHANDJI KANKARIYA	06886764	10/08/2018
6	RAJANI PODDAR	07224114	12/08/2016

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Kala Agarwal
Practising Company Secretary
Certificate of Practice Number: 5356
Membership Number: 34897

Place: Mumbai
Date: 29th May, 2019



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 really good percentage of market share in the Diamond manufacturing and Jewellery marketing fields. The outlook for the Company can therefore be termed as optimistic and expects higher growth than in flat 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 directly affect the future of Gems and Jewellery Industry.

Changes in Key Financial Ratios:

Pursuant to provisions of Regulation 34(3) of SEBI (LODR) Regulation 2015 read with Schedule V part B(1) details of changes in Key Financial Ratios is given hereunder:

S. NO.	Key Financial Ratio		FY 2018-19	F.Y. 2017-18
1.	Debtors Turnover Ratio	Times	2.56	2.04
2.	Inventory Turnover Ratio	Times	6.35	4.61
3.	Interest Coverage Ratio	Times	2.11	1.64
4.	Current Ratio	Times	1.64	1.57
5.	Debt Equity Ratio	Times	1.13	1.34
6.	Operation Profit Margin	%	4.20	4.83
7.	Net Profit Margin	%	1.86	1.51
8.	Change in Return on Net Worth	%	4.98	3.35

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 declined in the year under review.

The sales were Rs. 1,08,91,06,718/- as compared to Rs. 85,80,78,914/- in the previous year. The Profit after tax in the current year were Rs. 1,39,76,671/- as compared to Rs. 86,00,648/- 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.1,23,97,86,566/- 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 DIRECTOR (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, 2019 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 take nor propose to take to rectify these deficiencies.
- (4) We have indicated to the Auditors and the Audit Committee except changes in the position of members of the 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.

Kanitkumar Dadha
Managing Director

Ashish Dadha
Chief Financial Officer

Date: 27.07.2019

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 2019.

FOR GOLKUNDA DIAMONDS & JEWELLERY LIMITED

KANTIKUMAR DADHA
(Chairman & Managing Director)
DIN:00283289

Place: Mumbai
Date: 27.07.2019



PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Golkunda Diamonds And Jewellery Limited

We have examined the compliance of the conditions of Corporate Governance by Joy Realty Limited, for the year ended March 31, 2019, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 of the said Company with the Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representation by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 of the said Company with the Stock Exchange.

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

Kala Agarwal
Practising Company Secretary
COP NO: 5356

Place: Mumbai
Date: 27/07/2019



INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS OF GOLKUNDA DIAMONDS & JEWELLERY LIMITED

REPORT ON THE FINANCIAL STATEMENTS

1. We have audited the accompanying financial statements of **GOLKUNDA DIAMONDS & JEWELLERY LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.
2. 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 Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2019, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit matter	Auditor's Response
1.	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</p> <p>The revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>	<p>PRINCIPAL AUDIT PROCEDURES</p> <p>Our audit procedures on adoption of Ind AS 115, Revenue from contracts with Customers ('Ind AS 115'), which is the new revenue accounting standard, include –</p> <ul style="list-style-type: none">• Evaluated the design and implementation of the processes and internal controls relating to implementation of the new revenue accounting standard;• Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams;• Evaluated the changes made to IT systems to reflect the changes required in revenue recognition as per the new accounting standard;• Evaluated the cumulative effect adjustments as at 1 April 2018 for compliance with the new revenue standard; and• Evaluated the appropriateness of the disclosures provided under the new revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures.

OTHER INFORMATION

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.



When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

7. 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 state of affairs (financial position), profit & loss (financial performance including other comprehensive income), cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. 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.
8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITORS' RESPONSIBILITY

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
 - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our Conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



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 paragraph 3 and 4 of the Order.
2. Further to our comments in Annexure A, 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 including Other Comprehensive Income, the Statement of Cash Flows and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder;
 - (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
 - (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 its pending litigation as at March 31, 2019 on its financial position in its financial statements- Refer Note 25 to the financial statements;
 - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2019 for which there were no material foreseeable losses;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended March 31, 2019;

For MOTILAL & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106584W)

CA MUKESH P. MODY
Partner
Membership No 042975

Mumbai, 25th May, 2019



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 2019. 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 into 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 during the year and hence reporting under paragraph 3 (v) of the Order is not applicable to the Company.
- (6) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products. Accordingly the provisions of clause 3 (vi) of the Order are not applicable.
- (7) In respect of statutory dues:
 - (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, duty of customs, goods and services tax and other material statutory dues with the appropriate authorities.
 - (b) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax as at March 31, 2019 which have not been deposited on account of a dispute, is as follows:
 - (c) The dues outstanding in respect of Income tax on account of any dispute is as follows:

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	5,91,773	2014-15	ITO, Mumbai

Further, according to the information and explanations given to us and the records of the Company examined by us, there are no dues of sales-tax, service-tax, value added tax and goods and services tax as at March 31, 2019 which have not been deposited on account of any dispute.

- (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 bank.
- (9) According to the information and explanations given to us the Company has not raised any money by way of initial public offer (including debt instruments) or term loans during the year and hence reporting under paragraph 3 (ix) of the Order is not applicable to the Company.
- (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) As per 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 and hence reporting under paragraph 3 (xii) of the Order 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 Ind AS;



- (14) Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review, and hence reporting under paragraph 3 (xiv) of the Order is not applicable to the company.
- (15) In our opinion and according to the information and explanations given to us, the 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, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For MOTILAL & ASSOCIATES
Chartered Accountants
(Firm Registration No. 106584W)

CA MUKESH P. MODY
Partner
Membership No 042975

Mumbai, 25thMay, 2019



**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 over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the financial statements of **GOLKUNDA DIAMONDS & JEWELLERY LIMITED** (the 'Company') as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of the Company as of that date.

Management's Responsibility for Internal Financial Controls

2. 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

3. 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 issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and 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.
4. 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.
5. 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

6. 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:
 - a. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
 - b. 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
 - c. 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

7. 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

8. In our opinion, to the best of our Information and according to the explanations given to us, 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, 2019, 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
(Firm Registration No. 106584W)

CA MUKESH P. MODY
Partner
Membership No 042975

Mumbai, 25thMay, 2019



Balance Sheet As at 31st March, 2019

Particulars	Note	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non - Current Assets			
Property, Plant and Equipment	2 (a)	2,80,75,900	2,46,05,621
Intangible Assets	2 (b)	3,40,169	-
Financial Assets :			
Other Financial Assets	3	91,65,465	45,19,424
Deferred tax asset (net)	4	15,45,269	7,85,281
Other non-current assets		-	-
Sub Total - Non - Current Assets		3,91,26,803	2,99,10,326
Current Assets			
Inventories	5	15,11,00,204	14,94,05,532
Financial Assets			
Trade receivables	6	38,83,25,652	43,23,56,577
Cash and cash equivalents	7	49,54,903	1,06,68,735
Other bank balances	8	4,44,37,690	3,62,42,539
Other Financial Assets (MTM)		6,87,500	1,10,239
Other current assets	9	2,04,49,841	1,59,83,580
Sub Total - Current Assets		60,99,55,790	64,47,67,202
TOTAL - ASSETS		64,90,82,593	67,46,77,528
EQUITY AND LIABILITIES			
Equity Share Capital	10	6,96,40,800	6,96,40,800
Other Equity	11	20,08,08,417	18,69,05,537
Total Equity		27,04,49,217	25,65,46,337
Liabilities			
Non - Current Liabilities			
Financial Liabilities			
Borrowings	12	4,82,557	10,06,953
Provisions (Gratuity)		61,67,167	77,17,851
Total - Non - Current Liabilities		66,49,724	87,24,804
Current Liabilities			
Financial Liabilities			
Borrowings	13	30,40,90,180	34,17,14,710
Trade Payables	14	5,67,16,619	5,90,48,571
Other Current liabilities	15	41,76,853	43,43,106
Provisions	16	70,00,000	43,00,000
Total - Current Liabilities		37,19,83,652	40,94,06,387
TOTAL - EQUITIES AND LIABILITIES		64,90,82,593	67,46,77,528
Significant accounting policies	1		
Contingent liabilities and commitments	25		

As per our report of even date
FOR MOTILAL & ASSOCIATES
Chartered Accountants
FRN.: 106584W

For and on behalf of Board of Directors

ASHISH DADHA
Chief Financial Officer

KANTIKUMAR DADHA
Chairman & Managing Director
DIN-00283289

CA MUKESH P. MODY
Partner
FCA 042975

CS KOPAL JAIN
Company Secretary
ACS-50718

KARANSINGH BAID
Whole Time Director
DIN-00283224

ARVIND DADHA
Whole Time Director
DIN-00317631

MUMBAI , 25th May, 2019



Statement of Profit and Loss for the year ended 31st March, 2019

Particulars	Note	For the year ended March 31, 2019	For the year ended March 31, 2018
Revenue			
Revenue from Operations	17	1,08,91,06,718	85,80,78,914
Other income	18	8,475	2,26,139
Total Revenue		1,08,91,15,193	85,83,05,053
Expenses			
Cost of materials consumed	19	95,36,11,806	74,47,76,646
Employee benefits expense	20	4,86,30,464	3,65,64,207
Finance costs	21	2,08,99,621	2,52,15,121
Depreciation	2	35,61,822	32,23,860
Other expenses	22	4,28,45,849	3,56,13,732
Total Expenses		1,06,95,49,562	84,53,93,566
Profit Before Tax		1,95,65,631	1,29,11,487
Tax expense:			
Current Tax		70,00,000	43,00,000
Deferred Tax		(9,14,803)	(5,17,442)
Taxes of earlier years		-	5,28,281
		60,85,197	43,10,839
Profit/(Loss) for the year		1,34,80,434	86,00,648
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
MTM (Gain)/Loss on derivative instruments (Net)		4,96,237	73,790
Total Comprehensive Income for the year		1,39,76,671	86,74,438
Earnings per equity share (Face value of Rs.10 each)	23		
Basic		1.94	1.24
Diluted		1.94	1.24
Significant Accounting Policies	1		

As per our report of even date
FOR MOTILAL & ASSOCIATES
Chartered Accountants
FRN.: 106584W

For and on behalf of Board of Directors

ASHISH DADHA
Chief Financial Officer

KANTIKUMAR DADHA
Chairman & Managing Director
DIN-00283289

CA MUKESH P. MODY
Partner
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Whole Time Director
DIN-00283224

ARVIND DADHA
Whole Time Director
DIN-00317631

MUMBAI , 25th May, 2019



Statement of changes in Equity for the year ended 31st Mar, 2019

A Equity share capital:					
Particulars			Note	No. of shares	Amount
Issued, subscribed and fully paid up					
Equity shares of Rs.10 each					
Balance as at 31 March 2018			10	69,64,080	6,96,40,800
Changes in equity share capital during the year				-	-
Balance as at 31 March 2019			10	69,64,080	6,96,40,800
A Other Equity:					
Particulars		Securities Premium Reserve	General Reserve	Retained Earnings	Total
Balance as at 31st Mar'2018	11	28,00,000	1,24,16,915	17,16,88,621	18,69,05,536
Profit for the year		-	-	1,34,80,434	1,34,80,434
Other comprehensive income		-	-	4,22,447	4,22,447
Total comprehensive income		28,00,000	1,24,16,915	18,55,91,502	20,08,08,417
Transactions with owners in their capacity as owners:					
Dividends distributed to equity shareholders		-	-	-	-
Corporate dividend tax on dividend paid		-	-	-	-
Balance as at 31st Mar'2019	11	28,00,000	1,24,16,915	18,55,91,502	20,08,08,417

As per our report of even date
FOR MOTILAL & ASSOCIATES
Chartered Accountants
FRN.: 106584W

For and on behalf of Board of Directors

CA MUKESH P. MODY
Partner
FCA 042975

ASHISH DADHA
Chief Financial Officer

KANTIKUMAR DADHA
Chairman & Managing Director
DIN-00283289

CS KOPAL JAIN
Company Secretary
ACS-50718

KARANSINGH BAID
Whole Time Director
DIN-00283224

MUMBAI , 25th May, 2019

ARVIND DADHA
Whole Time Director
DIN-00317631



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

	2018-19		2017-18	
	Rs.	Rs.	Rs.	Rs.
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax & Extra-ordinary Items		1,95,65,631		1,29,11,487
Adjustments for -				
Depreciation	35,61,822		32,23,860	
Interest Charged	1,68,08,905		2,14,49,689	
Foreign Exchange Rate Difference	(4,14,47,812)	(2,10,77,085)	(33,55,649)	2,13,17,900
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(15,11,454)		3,42,29,387
Adjustments for :				
Trade & Other Receivable	4,22,70,989		(1,99,80,824)	
Inventories	(16,94,672)		2,44,17,155	
Liabilities	(40,48,889)	3,65,27,428	4,50,503	48,86,834
Cash Generated from Operations		3,50,15,974		3,91,16,222
Direct Tax Paid		(70,06,325)		(41,32,056)
Cash Flow Before Extra-Ordinary Items		2,80,09,649		3,49,84,166
NET CASH FROM OPERATING ACTIVITIES	A	2,80,09,649		3,49,84,166
B CASH FLOW FROM INVESTING ACTIVITIES :				
Purchases of Fixed Assets	(72,38,361)		(12,12,037)	
Capital WIP	(1,33,908)		-	
Change in Other Bank Balance and cash not available for immediate use	(1,28,41,192)		(47,69,046)	
NET CASH USED IN INVESTING ACTIVITIES	B	(2,02,13,461)		(59,81,083)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from Borrowings	(3,81,48,926)		(66,95,402)	
Dividend paid	-		(24,37,428)	
Tax on dividend paid	-		(4,96,203)	
Interest Paid	(1,68,08,905)		(2,14,49,689)	
NET CASH USED IN FINANCE ACTIVITIES	C	(5,49,57,831)		(3,10,78,722)
C FOREIGN EXCHANGE RATE DIFFERENCE	D	4,14,47,812		33,55,649
Net Decrease in Cash and Cash Equivalents	(A+B+C+D)	(57,13,832)		12,80,010
Opening Balance of Cash & Cash Equivalents		1,06,68,735		93,88,725
D Closing Balance of Cash & Cash Equivalents		49,54,903		1,06,68,735

Notes :

- Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.
- Cash and cash equivalents included in the Statement of cash flows comprise the following :

	2018-19	2017-18
a) Cash and cash equivalents disclosed under current assets (Note 7)	49,54,903	1,06,68,735
b) Other bank balances disclosed under current assets (Note 8)	4,44,37,690	3,62,42,539
c) Cash and cash equivalents disclosed under non-current assets (Note 3)	91,65,465	45,19,424
Total cash and cash equivalents as per Balance Sheet	5,85,58,058	5,14,30,698
Less : Other bank balances disclosed under current assets (Note 8)	4,44,37,690	3,62,42,539
Less : Cash and cash equivalents disclosed under non-current assets (Note 3)	91,65,465	45,19,424
Total cash and cash equivalents as per Statement of Cash Flows	49,54,903	1,06,68,735

- Previous year's figures have been regrouped/reclassified wherever applicable.

For and on behalf of Board of Directors

As per our report of even date
FOR MOTILAL & ASSOCIATES
Chartered Accountants
FRN.: 106584W

ASHISH DADHA
Chief Financial Officer

KANTIKUMAR DADHA
Chairman & Managing Director
DIN-00283289

CA MUKESH P. MODY
Partner
FCA 042975

CS KOPAL JAIN
Company Secretary
ACS-50718

KARANSINGH BAID
Whole Time Director
DIN-00283224

ARVIND DADHA
Whole Time Director
DIN-00317631

MUMBAI , 25th May, 2019



NOTES TO ACCOUNTS

Note: 1 - Significant Accounting Policies:

1 Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

2 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.

3 Presentation of financial statements :

The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III of the Companies Act, 2013 (the "Act"). The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

4 Sales :

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

5 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 revenue and expense for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.

6 Property, Plant & Equipment :

- 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.
- 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.

7 Intangible Assets :

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably.

8 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.

9 Operating cycle for current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of transaction, the Company has ascertained its operating cycle as 12 months for the purpose of current / noncurrent classification of assets and liabilities.

10 Inventories :

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

11 Cash and Bank Balances

Cash and cash equivalent in balance sheet comprise cash at banks, cash on hand and short term deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cashflows, cash and cash equivalents consist of cash and short term deposits.

12 Revenue Recognition :

a Sale of goods and services

The Company is engaged in manufacturing of Studded Jewellery.

Effective April 1, 2018, the Company has adopted Ind AS 115, Revenue from Contracts with Customers using the cumulative effect (without practical expedients). There are no material impacts of transition to Ind AS 115 on retained earnings as on 1st April, 2018 and 31st March, 2019. The application of Ind AS establishes a comprehensive framework for determining whether, how much and when



revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

Revenue from sale of products is recognised when control of the products has transferred, being when the products are delivered to the customer.

Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied.

Dividend income is recognised when the unconditional right to receive the income is established.

13 Foreign Currency Transactions :

Initial recognition

The Company's financial statements are presented in INR, which is also the Company's functional currency. Transactions in foreign currencies are recorded on initial recognition in the functional currency at the exchange rates prevailing on the date of the transaction.

Measurement at the balance sheet date

Foreign currency monetary items of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Treatment of exchange difference

Exchange differences that arise on settlement of monetary items are recognised as income or expenses in the period in which they arise.

14 Post-employment, long term and short term employee benefits

Defined contribution plans

Provident fund benefit is a defined contribution plan under which the Company pays fixed contributions into funds established under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

Defined benefit plans

Gratuity is a post-employment benefit defined under The Payment of Gratuity Act, 1972 and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the OCI in the year in which such gains or losses are determined.

Other long-term employee benefits

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.

Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

15 Employee Separation Costs :

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

16 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.

17 Dividend distribution to Equity Shareholders.

Dividend distribution to Equity Shareholders is recognised as distribution to owners of capital in the Statement of Changes in Equity, in the period in which it is paid.

18 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.

19 Provisions, Contingent Liabilities and Contingent Assets :

Provisions:

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimates can be made of the amount of the obligation.



The expense relating to a provision is presented in the Statement of Profit and Loss.

Contingent Liabilities:

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent Assets:

Contingent assets are neither recognised nor disclosed in the financial statements.

20 Rent Income / Expense

The Company is paying/receiving the rent as per the agreement for lease executed with the respective lessee. The rent is fixed from the date of execution of lease agreements. The payment/receipt for the same is made year after year. Payments/receipts made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease unless such payments/receipts are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

21 Statement of Cash Flows

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit for the effects of:

- i. changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, unrealised foreign currency gains and losses
- iii. all other items are considered as either investing or financing cash flows.

22 Derivative contracts and hedge accounting

Other derivatives

The Company uses foreign exchange forward contracts to hedge its exposure towards foreign currency. These foreign exchange forward contracts are not used for trading or speculation purposes. A derivative contract is not recognised as an asset or a liability on the commitment date. Outstanding derivative contracts as at reporting date are fair valued and recognised as financial asset/financial liability, with the resultant gain/(loss) being recognised in the statement of profit and loss under OCI.

23 Earnings per Share

Basic Earnings per share is calculated by dividing the net profit for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

24 Recent accounting pronouncements

The Ministry of Corporate Affairs ("MCA") has notified the following new amendments to Ind AS which the company has not applied as they are effective for annual periods beginning on or after April 1, 2019.

Ind AS 116-"Leases"

Ind AS 116 'Leases' eliminates the classification of leases as either finance leases or operating leases. All leases are required to be reported on an entity's balance sheet as assets and liabilities. Leases are capitalised by recognising the present value of the lease payments and showing them either as right of use of the leased assets or together with property, plant and equipment. If lease payments are made over a period of time financial liability representing the future obligation would be recognised.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use of assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

Appendix C, 'Uncertainty over Income Tax Treatments', to Ind AS 12, 'Income Taxes'

This Appendix clarifies how the recognition and measurement requirements of Ind AS 12 'Income Taxes', are applied while performing the determination of taxable profit or loss, tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12.

According to the Appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit or loss, tax bases, unused tax losses, unused tax credits and tax rates.

The Company is in the process of evaluating the impact of adoption of the above pronouncements on its financial statements.



Note : 2 (a) - Property, Plant and Equipment											Note : 2 (b) - Intangible Assets	
Particular	Buildings	Plant & Machinery	Furniture and Fixtures	Factory/ Office Equipments	Vehicles	Vault	Air Conditioners	Electrical Installations	Computers	Capital WIP	Total	Computer Software
Gross Block												
Deemed Balance as at 31st Mar'18	2,38,47,497	84,56,301	26,85,440	14,37,741	47,47,923	1,31,272	9,86,184	9,53,773	11,01,392		4,43,47,523	85,750
Additions	-	52,31,615	56,686	5,73,300	7,01,613	-	1,04,297	82,050	93,800	1,33,908	68,43,361	3,95,000
Amount spent												
Disposals & Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st Mar'19	2,38,47,497	1,36,87,916	27,42,126	20,11,041	54,49,536	1,31,272	10,90,481	10,35,823	11,95,192	1,33,908	5,13,24,793	4,80,750
Balance as at 31st Mar'18	92,30,290	48,43,766	11,22,188	9,97,175	22,16,799	75,703	3,23,697	3,91,087	5,41,197	-	1,97,41,902	85,750
Depreciation charge for the year	9,52,036	8,77,788	3,12,744	2,29,504	6,37,695	15,388	99,275	89,743	2,92,818	-	35,06,991	54,831
Reversals on disposals	-	-	-	-	-	-	-	-	-	-	-	-
Balance as at 31st Mar'19	1,01,82,326	57,21,554	14,34,932	12,26,679	28,54,494	91,091	4,22,972	4,80,830	8,34,015	-	2,32,48,893	1,40,581
Net Block												
Balance as at 31st Mar'19	1,36,65,171	79,66,362	13,07,194	7,84,362	25,95,042	40,181	6,67,509	5,54,993	3,61,177	1,33,908	2,80,75,900	3,40,169
Balance as at 31st Mar'18	1,46,17,207	36,12,535	15,63,252	4,40,566	25,31,124	55,569	6,62,487	5,62,686	5,60,195	-	2,46,05,621	-

Note: There are no impairment of fixed assets during the year under review. Therefore no separate disclosure is required.



Particulars	As at March 31, 2019	As at March 31, 2018
Note : 3- Other Financial Assets		
Deposit with maturity of more than 12 months	91,65,465	45,19,424
Total	91,65,465	45,19,424

Current Year	As at 31-03-18	Charge during the year to P/L Account	Taken Under OCI	As at 31-03-19
Note : 4 - Deferred Tax :				
A The Net Deferred Tax Liability of Rs. 9,14,803/- [Previous Year : 5,17,442/-] 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 :				
Deferred Tax Liabilities :				
Depreciation	18,23,073	8,21,648	-	26,44,721
Fair value of Cash Flow Hedge	36,448	-	1,91,263.00	2,27,711
Fair value of Cash Flow Hedge is reversed	-	-	(36,448.00)	(36,448)
Total	18,59,521	8,21,648	1,54,815	28,35,984
Deferred Tax Assets :				
Gratuity & VRS Compensation	26,44,802	17,36,452	-	43,81,254
Total	26,44,802	17,36,452	-	43,81,254
Net Deferred Tax Assets	(7,85,281)	(9,14,803)	1,54,815	(15,45,269)

Previous Year	As at 31-03-17	Profit & Loss Account	Taken Under OCI	As at 31-03-18
Deferred Tax Liabilities :				
Depreciation	15,18,867	3,04,206	-	18,23,073
Fair value of Cash Flow Hedge	-	-	36,448	36,448
	15,18,867	3,04,206	36,448	18,59,521
Deferred Tax Assets :				
Gratuity	18,23,154	8,21,648	-	26,44,802
	18,23,154	8,21,648	-	26,44,802
Net Deferred Tax Liability	(3,04,287)	(5,17,442)	36,448	(7,85,281)

Note : 5- Inventories		
Classification of Inventories :		
Raw Materials (Including Stock on Consignment)	15,01,02,564	14,84,41,114
Stores and Spares	9,97,640	9,64,418
Total	15,11,00,204	14,94,05,532

Note : 6 - Trade Receivables :		
Unsecured, Considered good		
Over Six Months from the date they were due for payment	2,07,31,281	2,48,84,922
Others	36,75,94,371	40,74,71,655
Total	38,83,25,652	43,23,56,577

Note : 7 - Cash and Cash Equivalents :		
Balances with Banks	47,61,466	31,14,382
Cash on Hand	1,93,437	1,07,141
Deposit with maturity less than 3 months	-	74,47,212
Total	49,54,903	1,06,68,735
Earmarked balances with banks:		
i) Company maintains current accounts mainly with Nationalised /Private Banks.	47,61,466	31,14,382



Particulars	As at March 31, 2019	As at March 31, 2018
Note : 8 - Other Bank Balances :		
Unclaimed Dividend Accounts	13,66,561	16,74,866
Deposit with maturity more than 3 months but less than 12 months	<u>4,30,71,129</u>	<u>3,45,67,673</u>
Total	<u>4,44,37,690</u>	<u>3,62,42,539</u>
Earmarked balances with banks:		
i) Balances with Banks in unclaimed dividend account	13,66,561	16,74,866
i) 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.	4,30,71,129	3,45,67,673
Note : 9 - Other current assets		
[Unsecured, Considered Good]		
Security Deposit	8,93,610	5,01,753
Advance recoverable in cash or kind	29,94,711	17,21,960
Prepaid expenses	34,15,308	47,68,684
Balance with Revenue Authorities	<u>1,31,46,213</u>	<u>89,91,183</u>
Total	<u>2,04,49,841</u>	<u>1,59,83,580</u>
Note : 10 - Equity Share Capital :		
Authorised :		
70,00,000 Equity Shares of Rs.10/- each	<u>7,00,00,000</u>	<u>7,00,00,000</u>
Issued, Subscribed and Fully Paid-up Equity Shares :		
69,64,080 Equity Shares of Rs.10/- each Fully Paid Up	<u>6,96,40,800</u>	<u>6,96,40,800</u>
	<u>6,96,40,800</u>	<u>6,96,40,800</u>
i) The reconciliation of the number of Shares outstanding as at March 31, 2019, as at March 31, 2018:		
Number of shares at the beginning		
Number of shares	69,64,080	69,64,080
Amount	6,96,40,800	6,96,40,800
Number of shares at the end		
Number of shares	69,64,080	69,64,080
Amount	6,96,40,800	6,96,40,800
ii) During the year ended 31 March 2019, recommended dividend for the financial year 2018 -2019 @ Rs. 0.80/- per share aggregating to Rs. 62,96,675/- (including dividend tax Rs. 10,73,615/-) on 6964080 Equity shares of Rs.10 each fully paid.		
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.		
Number of Shares	37,47,543	39,87,699
% of Holding	53.81	57.26
Arvind Dadha, Whole Time Director		
Number of Shares	4,11,135	3,46,635
% of Holding	5.90	4.98
Kantikumar Dadha, Chairman & Managing Director		
Number of Shares	3,95,158	2,97,558
% of Holding	5.67	4.27



Particulars	As at March 31, 2019	As at March 31, 2018
Note : 11 - Other Equity		
Share Premium Account:		
Opening Balance	28,00,000	28,00,000
General Reserve:		
Opening Balance	1,24,16,915	1,24,16,915
Add : Transfer from Surplus	-	-
	1,24,16,915	1,24,16,915
Surplus in statement of profit & loss:		
Opening Balance	17,16,88,621	16,59,47,814
Add : Profit for the year	1,39,76,671	86,74,438
Less: MTM (Gain)/Loss on derivative instruments (Net)	73,790	-
Less : Appropriations :		
Dividend Paid During the year		
Corporate Dividend Tax on Proposed Dividend	-	24,37,428
Transfer to General Reserve	-	4,96,203
	-	-
Balance as at year end	18,55,91,502	17,16,88,621
Total	20,08,08,417	18,69,05,536

Note : 12 - Financial Liabilities-Borrowings		
Secured		
a From HDFC Bank Ltd, Mumbai.	-	2,21,790
b From ICICI Bank Ltd, Mumbai.	4,82,557	7,85,163
Total	4,82,557	10,06,953
Earmarked balances with banks:		
i) Securities for Term Loan: Secured by hypothecation of Vehicle		
ii) Terms of repayment : Monthly EMI		
iii) There are no defaults in repayment of loan and interest thereon as on March 31, 2019 for the loan under this head.		

Note : 13 - Current Financial Liabilities-Borrowings		
Secured Loans repayable on Demand :		
Post Shipment Credit from State Bank of India, Seepz, Mumbai.	16,28,92,413	20,33,25,000
Export Packing Credit from State Bank of India, Seepz, Mumbai.	12,28,71,692	13,58,52,539
Pre-Shipment Credit In Foreign Currency From State Bank Of India, Seepz, Mumbai.	1,83,26,075	-
Unsecured Loans		
From Holding Company		
Neverloose Properties & Investment Pvt Ltd	-	25,37,171
Total	30,40,90,180	34,17,14,710
Primary Securities for Secured Loans:		
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.		
Collateral Securities for Secured Loans :		
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.		



Particulars	As at March 31, 2019	As at March 31, 2018
iii) Secured by First Charge by way of Registered Mortgage of residential flat Worli Division, Mumbai.		
iv) Secured by First Charge by way of lien on Cash Collateral i.e. Fixed Deposit Receipts with Bank.		
v) No repayment schedule mentioned in the sanctioned letter dated 28/12/2018. However the repayment of loan was made on realisation of exports. As per informations and explanations given by the Management of the company there are no defaults in repayment of loan and interest thereon as on March 31, 2019, to this extent, for all the loans under this head.		

Note : 14 - Trade Payables :		
Micro, Small and Medium Enterprises :	26,27,155	-
Others	5,40,89,464	5,90,48,571
Total	5,67,16,619	5,90,48,571
i) This disclosure is based on the document / information available to the company regarding their status of the small scale undertaking.		
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.		
iii) DUES TO MICRO AND SMALL ENTERPRISES The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:		

Deferred Tax Liabilities :		
a) The principal amount remaining unpaid to any supplier at the end of the year	26,27,155	-
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

Note : 15 - Other Current Liabilities :		
Unclaimed Dividends	13,66,561	16,74,966
Other Payables/Provision:		
Other Payables	25,14,971	24,53,280
Payable to Statutory Authorities	2,95,321	2,14,860
Total	41,76,853	43,43,106



Particulars	As at March 31, 2019	As at March 31, 2018
Note : 16 - Current Liabilities-Provisions		
Income Tax Payable	70,00,000	43,00,000
Total	70,00,000	43,00,000
Note : 17 - Revenue from Operations :		
Sale of Products	1,04,92,78,494	85,64,16,932
Foreign Exchange Rate Difference	3,98,28,224	16,61,982
Total	1,08,91,06,718	85,80,78,914
Details of sale of products Operations of the Company are as under :		
a Finished goods	1,04,92,78,494	85,64,16,932
Note : 18 - Other Income :		
Other Operating Revenue	8,475	69,135
Scrap Sale	-	1,57,004
Sundry balance written off/back		
Total	8,475	2,26,139
Note : 19 - Cost of Materials Consumed :		
Raw Materials :		
Stock at commencement	14,84,41,114	17,30,29,882
Add : Purchases	95,52,73,256	72,01,87,878
	1,10,37,14,370	89,32,17,760
Less : Stock at close	15,01,02,564	14,84,41,114
Total	95,36,11,806	74,47,76,646
Details of Purchase of Raw Material are as under :		
a Gold	54,57,96,587	41,01,04,370
b Diamonds	40,31,04,214	30,82,97,230
c Others	63,72,455	17,86,278
Value of Consumption of Raw Material		
a Indegenous	54,59,23,344	42,47,48,963
b Imported	40,76,88,462	32,00,27,683
Note : 20 - Employee Benefit Expense :		
Salaries, Wages and Bonus	2,26,10,967	1,50,27,161
Company's Contribution to Provident & Other funds	6,93,853	7,77,565
Gratuity	3,34,448	6,42,051
Staff Welfare Expenses	17,74,513	12,34,146
Labour Contract Charges	2,32,16,683	1,88,83,284
Total	4,86,30,464	3,65,64,207
Note : 21 - Finance Cost :		
Interest on Cash Credit Loan (Net)	1,68,08,905	2,14,49,689
Bank Commission & Charges	40,90,717	37,65,432
Total	2,08,99,621	2,52,15,121



Particulars	As at March 31, 2019	As at March 31, 2018
Note : 22 - Other Expenses :		
Consumption of Stores and spares parts	65,88,579	36,62,872
Power & Fuel	32,81,040	29,21,578
Water Charges	5,27,934	4,96,577
Rent	11,21,965	14,63,312
Repairs and Maintenance:		
Factory Buildings	1,38,116	59,873
Plant and Machinery	2,79,316	3,63,189
Computer	88,521	68,353
Others	16,61,541	10,39,643
Directors Remuneration	66,72,000	70,61,162
Insurance & ECGC Premium	45,32,528	42,56,986
Audit Fees	2,00,000	1,60,000
Rates and Taxes	1,23,809	(18,068)
Traveling & Conveyance Expenses	20,10,812	17,74,896
Legal and Professional Fees	23,59,618	18,26,154
Printing & Stationery	5,57,809	4,81,299
Telehone & Postage	8,59,971	4,25,978
Marketing, Selling & Distribution Expenses :		
Advertisement & Sales promotion expenses	64,40,770	56,96,553
Freight and forwarding	27,32,250	16,95,624
Miscellaneous	26,69,271	21,77,752
Total	4,28,45,849	3,56,13,732

Note : 23 - Calculation of Earnings per Equity Share [EPS] :

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

Particulars	As at March 31, 2019	As at March 31, 2018
A Profit after tax attributable to Shareholders	1,34,80,434	86,00,648
B Basic and weighted average number of Equity shares outstanding during the year	69,64,080	69,64,080
C Nominal value of equity share	10	10
D Basic EPS	1.94	1.24
E Diluted EPS	1.94	1.24

Note : 24 - Related Party Transactions :

A Name of the Related Party and Nature of the Related Party Relationship :			
a)	Transaction		
	Holding Company	Loan Taken	-
	Neverloose Properties & Investment Pvt. Ltd.		25,37,171
b) Key Management Personnel			
	Name	Designation	Transaction
i	Mr. Kantikumar Dadha	Chairman & Managing Director	Remuneration & Perquisites
			23,19,782
ii	Mr. Karansingh Baid	Whole Time Director	Remuneration & Perquisites
			19,82,210
iii	Mr. Arvind Dadha	Whole Time Director	Remuneration & Perquisites
			20,37,902
iii	Mr. Arvind Dadha	Whole Time Director	Remuneration & Perquisites
			18,73,485
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 25 - A (b)			
i	Mrs. Kusum Dadha	Relative of KMP	Rent
			9,48,000
ii	Mr. Ashish Dadha	Chief Financial Officer	Salary
			17,19,000
iii	G D Creations	Ashish Dadha (HUF)	Rent Income
			60,000
iv	Tecnova Digital India Pvt Ltd	Entity controlled by KMP	Rent Income
			60,000



Note : 25 - Contingent Liabilities and commitment to the extent not provided for :		
1) Contingent Liabilities : The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.		
b) Disputed matters in respect of : Income Tax	5,91,773	8,02,773

Particulars	As at March 31, 2019	As at March 31, 2018
Note : 26 - Value of Imports calculated on CIF basis :		
Raw Materials	39,92,25,452	30,08,81,368
Studded Jewellery	3,62,57,849	3,25,54,162
Capital Goods	31,90,269	2,76,780
Total	43,86,73,570	33,37,12,310

Note : 27 - Earning in Foreign Currency :		
Export at F.O.B. Basis	1,23,97,86,566	91,69,49,453

Note : 28 - Consumption of Store & Consumables	As at March 31, 2019		As at March 31, 2018	
	%	Amounts	%	Amounts
a Indigenous	93.51	61,60,695	99.86	36,57,648
b Imported	6.49	4,27,884	0.14	5,224
Total	100	65,88,579	100	36,62,872

Note : 29 - Expenditure in Foreign Currency :		
Travelling Expenses	8,41,576	4,84,167

Note : 30 - Corporate Social Responsibility (CSR):		
As per information and explanations given to us by the management of the Company, the provisions of section 135 of the companies, Act 2013 on Corporate Social Responsibility is not applicable. Therefore, during the year the company has not spent any amount towards the Corporate Social Responsibility.		

Note : 31 - Auditors' Remuneration :		
a For Statutory Audit	1,65,000	1,25,000
b For Tax Audit	35,000	35,000
Total	2,00,000	1,60,000

Note : 32 - Employee Benefits :		
As per Ind AS 19 'Employee Benefits', the liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The company, in contravention to Ind AS 19, has not carried out actuarial valuation till the year ended 31.3.2018. Thereafter, Actuarial valuation as per Accounting Standard 15 is carried out on 25.9.2018 as on 31.3.2018.		

Type of Benefit	Gratuity
Country	India
Reporting Currency	INR
Reporting Standard	Indian Accounting Standard 19
Funding Status	Unfunded



Startins Period	01-Apr-18
Date of Reporting	31-Mar-19
Period of Reporting	12 Months

Table Showing Change in the Present Value of Projected Benefit Obligation	As at March 31, 2018
Gratuity Payable in Books of Accounts as on 1.4.2018	77,17,851
Less : Adjustment on account of Actuarial valuation done on 25.9.2018 as at 31.3.2018	20,071
Present Value of Benefit Obligation at the Beginning of the Period	76,97,780
Interest Cost	6,06,585
Current Service Cost	4,24,906
Past Service Cost	-
Liability Transferred In/ Acquisitions	-
(Liability Transferred Out/ Divestments)	-
(Gains)/ Losses on Curtailment	-
(Liabilities Extinguished on Settlement)	-
(Benefit Paid Directly by the Employer)	(18,85,132)
(Benefit Paid From the Fund)	-
The Effect Of Changes in Foreign Exchange Rates	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	49,020
Actuarial (Gains)/Losses on Obligations - Due to Experience	(7,25,992)
Present Value of Benefit Obligation at the End of the Period	61,67,167

Actuarial assumptions used	
Rate of Discounting	7.76%
Salary Escalation Rate	10.00%
Attrition Rate	2.00%

Demographic assumptions used	
Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08)
Retirement Age	58 to 75 years
Average Future Service	13 years

Amount Recognized in the Balance Sheet	
(Present Value of Benefit Obligation at the end of the Period)	(61,67,167)
Fair Value of Plan Assets at the end of the Period	-
Funded Status (Surplus/ (Deficit))	(61,67,167)
Net (Liability)/Asset Recognized in the Balance Sheet	(61,67,167)

Net Interest Cost for Current Period	
Present Value of Benefit Obligation at the Beginning of the Period	76,97,780
(Fair Value of Plan Assets at the Beginning of the Period)	-
Net Liability/(Asset) at the Beginning	76,97,780
Interest Cost	6,06,585
(Interest Income)	-
Net Interest Cost for Current Period	6,06,585



Expenses Recognized in the Statement of Profit or Loss for Current Period	
Current Service Cost	4,24,906
Net Interest Cost	6,06,585
Past Service Cost	-
(Expected Contributions by the Employees)	-
(Gains)/Losses on Curtailments And Settlements	-
Net Effect of Changes in Foreign Exchange Rates	-
Adjustment on account of Actuarial valuation done as at 25.9.2018	(20,071)
Expenses Recognized	10,11,420
Actuarial (Gains)/Losses on Obligation For the Period	(6,76,972)
Return on Plan Assets, Excluding Interest Income	-
Change in Asset Ceiling	-
Net (Income)/Expense For the Period	(6,76,972)
Net Gratuity paid recognised in Profit & Loss A/c	3,34,448
Balance Sheet Reconciliation	
Opening Liability as per Last Balance sheet	77,17,851
Adjustment on account of Actuarial valuation done on 25.9.2018 as on 31.3.2018	(20,071)
Opening Net Liability as per Ind AS 19	76,97,780
Expenses Recognized in Statement of Profit or Loss	10,31,491
Expenses Recognized	(6,76,972)
Net Liability/(Asset) Transfer In	-
Net (Liability)/Asset Transfer Out	-
(Benefit Paid Directly by the Employer)	(18,85,132)
(Employer's Contribution)	-
Net Liability/(Asset) Recognized in the Balance Sheet	61,67,167
Sensitivity analysis	
Projected Benefit Obligation on Current Assumptions	6,167,167
Delta Effect of +1% Change in Rate of Discounting	(3,85,396)
Delta Effect of -1% Change in Rate of Discounting	4,42,065
Delta Effect of +1% Change in Rate of Salary Increase	2,36,406
Delta Effect of -1% Change in Rate of Salary Increase	(2,14,438)
Delta Effect of +1% Change in Rate of Employee Turnover	1,16,134
Delta Effect of -1% Change in Rate of Employee Turnover	(1,36,805)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.



Maturity Analysis of the Benefit Payments: From the Employer	
Projected Benefits Payable in Future Years From the Date of Reporting	4,54,245
1st Following Year	2,44,242
2nd Following Year	2,67,080
3rd Following Year	5,59,198
4th Following Year	31,93,389
5th Following Year	11,90,204
Sum of Years 6 To 10	67,06,704
Sum of Years I I and above	

Note : 33 - Lease Payments

The Company is receiving / paying the rent as per the agreement for lease executed with the lessee / lessor. The rent is fixed from the date of execution of lease agreements.

Note : 34

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

Note : 35

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 35

As per our report of even date
FOR MOTILAL & ASSOCIATES
Chartered Accountants
FRN.: 106584W

For and on behalf of Board of Directors

ASHISH DADHA
Chief Financial Officer

KANTIKUMAR DADHA
Chairman & Managing Director
DIN-00283289

CA MUKESH P. MODY
Partner
FCA 042975

CS KOPAL JAIN
Company Secretary
ACS-50718

KARANSINGH BAID
Whole Time Director
DIN-00283224

MUMBAI , 25th May, 2019

ARVIND DADHA
Whole Time Director
DIN-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, here by appoint

- Name:.....
Address:.....
.....
E-mail Id:.....
Signature:.....,or failing him
- Name:.....
Address:.....
.....
E-mail Id:.....
Signature:.....,or failing him
- 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 29th Annual General Meeting of the Company, to be held on Saturday, 28th September, 2019 at 3.00 p.m. at "SUNCITY RESIDENCY HOTEL, Eden Hall-1, 16th Road, Masheshwari 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, 2019 together with the Reports of the Board of Directors and Auditors there on.
2	Delaration of Dividend on Equity Shares for the financial year ended 31.03.2019.
3	Appointment of Mr. Arvind Dadha (DIN: 00317631), who retires by rotation and being eligible, offers himself for re- appointment.
4.	To re-appoint M/s Motilal & Associates , Chartered Accountants as Statutory Auditors of the Company for a period of five years.
4.	Re-appointment of Mr. B.K. Ashok as Non-Executive Independent Director for the further period of five years.
5.	Revision /partial modification in the remuneration of Mr. Kantikumar Dadha, Managing Director of the Company .

Signed this..... day of... 2019

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.

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Our Manufacturing Capabilities

25,000 +
Design Bank

10,000
*Units
Production Capacity*

250 - 300
*New Designs
Per Month*

250
*Skilled
Craftsmen*



Global Presence

Middle East

Far East

Europe

USA

UK



Route MAP to the Venue of AGM

Address: Suncity Residency Hotel, Eden Hall-1, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (East), Mumbai - 400 093

Map Legends



Suncity Residency Hotel



Distance from Station

- Andheri Station-3.8 km
- Vile Parle Station-5.1 km
- Jogeshwari Station-5.0 km

Distance from Metro Station

- Western Express Highway-2.5 Km
- J B Nagar, Chakala-1.5Km



If Undelivered, Please return to:

REGISTERED OFFICE:

GOLKUNDA DIAMONDS & JEWELLERY LIMITED

G/30, Gems & Jewellery Complex III, Seepz, Andheri (East),

Mumbai - 400 096

CIN: L36912MH1990PLC058729