



Deep Diamond India Limited

**25th
Annual Report
2018-2019**

BOARD OF DIRECTORS

- | | |
|-----------------------------------|---|
| 1.Mr. Prakash Rikhabchand Solanki | -- Chairman, Executive Director and CFO |
| 2.Mr. Dinesh Rikhabchand Solanki | -- Managing Director |
| 3.Mrs. Sangeeta Jain | -- Independent Director & Non-Executive |
| 4.Mr. Mayank Sumatilal Shah | -- Independent Director & Non-Executive |
| 5.Mr. Amit Kumar Dudani | -- Company Secretary |

AUDITORS

M/s. Vijay R. Tater & Co.
Chartered Accountants

REGISTERED OFFICE

Office No.101, 1ST Floor, Hemu Plaza,
D.J. Road, Vile Parle (West)
Mumbai -400056, Maharashtra

FACTORY

105, Syndicate Industrial Estate,
Near Golani Naka, Valiv Road,
Vasai -East,

BANKERS

ICICI BANK
RUPEE BANK

TRANSFER AGENT

Universal Capital Securities Private Limited
21, Shakil Niwas, Mahakali Caves Road,
Opp. Saibaba Temple, Andheri (East)
Mumbai- 400093
Phone: 28207203

Sr. No.	Content	Page No.
1	Notice	01
2	Director's Report	08
3	Report on Corporate Governance	27
4	CEO/CFO Certification	37
5	Auditor's Report	39
6	Balance Sheet	46
7	Profit and Loss Account	47
8	Cash Flow Statement	48
9	Schedules forming part of Balance Sheet	49
10	Schedules forming part of Profit and Loss Account	60
11	Significant Accounting Policies	62
12	Attendance Slip	66
13	Proxy Form	68
14	Ballot Paper	70



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25th ANNUAL GENERAL MEETING OF DEEP DIAMOND INDIA LIMITED WILL BE HELD AT THE REGISTERED OFFICE NO: 101, 1ST FLOOR, HEMU PLAZA, D.J. ROAD, VILE PARLE (W), MUMBAI-400056 ON SATURDAY, 28TH SEPTEMBER, 2019 AT 10.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS:

I - ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2019 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dinesh Solanki who retires by rotation but being eligible, offers himself for re-appointment

**by Order of the Board
Deep Diamond India Limited**

**Place: Mumbai
Date: 13.08.2019**

(Prakash R Solanki)

**Chairman
DIN NO: 00176606**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as 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.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

2. The relevant explanatory Statements to be annexed to the Notice pursuant to Section 102 of the Companies Act, 2013 (hereinafter called "the Act"), which sets out details relating to the Special Business to be transacted at the meeting is annexed hereto.

3. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.

4. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, September 21, 2019 to Friday, September 27, 2019 (both days inclusive)** for the purpose of the Annual General Meeting of the Company.

5. The Members are requested to:

(a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Universal Capital Securities Private Limited, 21, Shakil Niwas, Mahakali Caves Road, Opp. Saibaba Temple, Andheri (East) Mumbai- 400093 in respect of their holdings in physical form.

(b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.

(c) Non-Resident Indian Members are requested to inform M/s. Universal Capital Securities Private Limited immediately of the change in residential status on return to India for permanent settlement.

(d) Register their email address and changes therein from time to time with M/s. Universal Capital Securities Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.

6. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.

7. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Universal Capital Securities Private Limited and have it duly filled and sent back to them.



8. Re-appointment of Directors:

Section 152 of the Companies Act, 2013, provides inter alia that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company, or a private company which is a subsidiary of a public company, shall (a) be persons whose period of office is liable to determination by retirement of directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the general meeting.

9. MCA, Government of India, through its Circulars Nos. 17/2011 dated 21st April, 2011 and 18/2011 dated 29th April, 2011, respectively, has allowed companies to send documents viz. Notices of meetings, Annual Reports and other shareholder communication to their shareholders electronically as part of its Green Initiatives in corporate governance By Order of the Board of Directors, The Company supports the measures in the Green Initiative. Members are also requested to join the Company in this initiative by registering their Email ID with the Company or its RTA. A 'Green Initiative' Form can be downloaded from the Company's website viz. www.deepdiamondltd.co.in to register the email id.

10. Electronic copy of the Annual Report for 2018-2019 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode.

11. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide its members the facility of 'remote-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 25th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). The instructions to members for voting electronically are as under:-

- a) The voting period begins on **Wednesday, September 25, 2019 at 09.00 a.m. and ends on Saturday, September 28 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 i.e. **September 21, 2019**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on September 28, 2019.
- b) Members holding shares in physical or in demat form as on **September 21, 2019** shall only be eligible for e-voting.
- c) The shareholders should log on to the e-voting website www.evotingindia.com
- d) Click on Shareholders.
- e) Now Enter your User ID;
 - i. For CDSL: 16 digits beneficiary ID;
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f) Next enter the Image Verification as displayed and Click on Login.
- g) 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.
- h) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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).

- i) After entering these details appropriately ,click on “SUBMIT” tab.
- j) 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.
- k) 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.
- l) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- m) Click on the EVSN for the relevant<Company name> on which you choose to vote.
- n) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- o) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- p) 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.
- q) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- r) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- s) 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.
- t) 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 should be mailed 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.
- u) 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.
1. General Instructions / information for members for voting on the Resolutions :
- a) Facility of voting through Poll paper shall be made available at the Meeting. Members attending the Meeting, who have not already cast their vote by remote e-voting, shall be able to exercise their right at the Meeting.
- b) Members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
- c) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
- d) Mr. Vijay Kumar Mishra (Membership No.F-5023), Practicing Company Secretary has been appointed by the Board of Directors of the Company as the Scrutinizer to scrutinize the remote e-voting process as well as voting through poll at the Meeting, in a fair and transparent manner.
- e) The results shall be declared not later than forty-eight hours from conclusion of the meeting. The results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.deepdiamondltd.co.in and the website of CDSL immediately after the result is declared by the Chairman and will simultaneously be forwarded to BSE Limited, where Equity Shares of the Company are listed.

Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2018-2019 will also be available on the Company's website www.deepdiamondltd.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours (10.00 am to 5.00 pm) on all working days up to and including the date of the Annual General Meeting of the Company. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: deepdiamondltd@gmail.com

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

(Prakash R Solanki)

Chairman

**Place: Mumbai
Date: 13.08.2019**

Annexure to Notice Pursuant to section 102 of the Companies Act 2013

Additional Information on directors recommended for appointment/re-appointment as required under Regulation 26(3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulation 2015 at ensuing Annual General Meeting are as follows:

NAME	Mr. Dinesh Solanki
DIN	01803066
Date of Birth	20/06/1966
Nationality	INDIAN
Dale of Appointment as Director	02/11/1 994
Qualifications	BCOM
Designation	Managing Director
Experience/ Expertise	More than 26 years jewellery & diamond Knowledge
Shareholding in the Company (Equity Shares of Rs. 10/ - each)	202600
List of directorships held in various other Companies	One
List of Chairmanship of various Committee and Membership in Public Companies	Nil
Relationship with existing Director of the Company	Brother

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

Nature of Industry	The Company is engaged in the business of manufacturing of Jewellery, Gold, Silver and other precious metals.
Date or expected date of commencement of commercial production	NA
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	Particulars Revenue from Operations (Net) -12,525,000 Other Income -2,762,401 Total Revenue - 15,287,401 Profit / (Loss) before depreciation, finance exist, exceptional item and lax -(29008) Profit / (Loss) after tax - (1,84,657)
Foreign Investments or collaborations, if any	NA



Information a

Background details	A brief profile of Mr. Dinesh Solanki is given herein above.
Past remuneration	The remuneration drawn by Mr. Dinesh Solanki during the past 2(two) years is as follows: 2016-17 – 3,60,000 2017-18 – 3,60,000
Recognition or awards	XA
Job profile and his suitability	<p>Mr. Dinesh Solanki, with major focus on business development (domestic and international), cost optimization and profitability, sales and marketing, value engineering and product developments, would be responsible for the overall conduct and management of the business and the affairs of the Company and also providing strategic direction to the business of the Company.</p> <p>Mr. Dinesh Solanki with his qualification and vast experience in the field of Human Resources, business development, sales and marketing, engineering, manufacturing and general management is expected to add considerable value to the Company from the position of the Managing Director.</p>
Remuneration proposed	The remuneration proposed is set out in the resolution.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	While deciding the remuneration payable to Mr.Dinesh Solanki, the Nomination and Remuneration Committee and the Board inter alia considered the compensations levels for similar positions in the Engineering industry and comparable organization and have considered the proposed levels as appropriate and reasonable.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides the present / proposed remuneration, Mr. Dinesh Solanki does not have any other pecuniary relationship with the Company or relationship with any of the managerial personnel.
Reasons of loss or inadequate profits	Stiff Competition
Steps were taken or proposed to be taken for improvement	<p>All effort are own being focused on to improve order book by sourcing new orders from domestic as well as overseas customers and improving operational efficiency. The manufacturing facilities have been restructured for better productivity and cost savings.</p> <p>Greater emphasis is placed on optimization of various Processes to improve operational efficiency across the Company.</p> <p>These proactive steps are aimed at improving profitability in the face of a challenging environment in the industry.</p>
Expected increase in productivity and profits in measurable terms	Barring unforeseen circumstances, the Company hopes to increase the revenue and profits by improved margins in the current years.

By Order of the Board
Deep Diamond India Limited

(Prakash R Solanki)
Chairman

Place: Mumbai
Date: 13.08.2019