GARNET
INTERNATIONAL LIMITED

34th Annual Report

2015-16

COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Suresh Gaggar	Managing Director
Mr. Ramakant Gaggar	Director
Mrs. Manju Maheshwari	Woman Director
Mr. Dinesh Nandwana	Independent Director
Mr. Sharad Rathi	Independent Director

COMPANY SECRETARY

Koshal Gupta

CHIEF FINANCIAL OFFICER

Sanjay Ravindra Raut

REGISTERED OFFICE
901, Raheja Chambers, Nariman Point
Mumbai – 400 021

BANKERS
HDFC Bank

AUDITORS
M/s. M.V.K & Associates,
Chartered Accountants
800, Sangita Ellipse, Sahakar Road,
Vile Parle (E), Mumbai – 400 057

SECRETARIAL AUDITORS
M/s. Siddharth Sharma & Associates
Company Secretaries
501 A, Satyam, Thakur Complex, Kandivali (E)
Mumbai – 400 101

REGISTRAR & TRANSFERS AGENTS
Link Intime India Pvt Ltd
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup(W), Mumbai–400078

INVESTOR CORRESPONDENCE
Company Secretary
901, Raheja Chambers, Nariman Point, Mumbai – 400021

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NOTICE

Notice is hereby given that the 34TH Annual General Meeting of the Members of GARNET INTERNATIONAL LIMITED will be held at registered office of the Company situated at 901, Raheja Chembers, Nariman Point, Mumbai – 400 021, on Friday, 30th September, 2016, at 11:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   A) The Audited Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon.

   B) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of the Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Mr. Ramakant Gaggar (DIN: 01019838), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

4. To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. MVK Associates, Chartered Accountants, Mumbai, (ICAI Registration No. 120222W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

By Order of the Board,
FOR GARNET INTERNATIONAL LIMITED

Sd/-
SURESH GAGGAR
MANAGING DIRECTOR
DIN No. : 00599561

PLACE: MUMBAI
DATED: 30th May, 2016

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINAT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. The instrument of Proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this notice. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable

2. The Register of Members and Share Transfer books of the Company will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive).

3. The Board of Directors at their meeting held on May 30th, 2016, recommended dividend payout, subject to approval of the shareholders at the ensuing Annual General Meeting of ₹ 0.70/- per share, on equity shares of the Company for the Financial Year 2015-16.

4. The Dividend shall be paid to the members whose names appear on Company's Register of Members on September 23, 2016 in respect of physical shareholders and whose name appear in the list of Beneficial Owner on September 23, 2016 furnished by NSDL and CDSL for this purpose.

5. The Ex-dividend date shall be September 22, 2016. The dividend if declared at the Annual General Meeting shall be paid on or after October 1, 2016 and to be completed within the statutory time limit.

6. The members are requested to notify any change in their address to the registrar and share transfer agent namely M /S Link Intime India Pvt Ltd having their office at C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400078.

7. Members/proxies are requested to bring their copies of the annual report and the admission slip duly filled in for attending the meeting.

8. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

9. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

10. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar & Transfer Agents.

11. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.garnetint.com for their download.

12. In order to enable payment of dividend by direct credit to the bank accounts of the shareholders through National Electronic Clearing Service (NECS) / National Electronic Fund Transfer (NEFT), those holding shares in physical form are requested to furnish their mandates for the same in the attached format along with the specified details / documents to M/s Link Intime Private Limited. Those holding shares in De-mat form are requested to update their records with DPs in this respect.

13. Details of Dividend declared for the Financial Years 2010-11 onwards are given below :

Financial Year	Declared on	Dividend Yield (%)
2010-11	29th September, 2011	10
2011-12	29th September, 2012	1
2012-13	No Dividend Declared	-
2013-14	No Dividend Declared	-
2014-15	30th September, 2015	5

14. For any communication, the shareholders may also send requests to the Company's investor e-mail IDs: Info@garnetint.com

15. Voting through Electronic Means

a. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20, of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment, 2015 and Regulation 44 of SEBI (Listing Obligation & Disclosure Requirements) Regulations 2015. The Company is pleased to provide the facility to Members to exercise their right to vote by electronics means. The members whose names appear in the Register of Members/list of Beneficial owners as on September 23, 2016, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the Book Closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means.

b. The Company has appointed M/s. Siddharth Sharma & Associates, Practising Company Secretaries, (Membership No. FCS 7890), Mumbai, as the Scrutinizer for conducting the e-voting process (including remote e-voting) in a fair and transparent manner.

c. The results shall be declared forthwith upon receipt of the Scrutinizer's Report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.garnetint.com, its Notice Board and on the website of CDSL and communicated to the stock exchanges where shares of the Company are listed.

d. Procedure for Remote E-Voting:

(i) The voting period begins on Tuesday, September 27, 2016 at 9 A.M and ends on Thursday, September 29, 2016 at 5 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 Saturday, 24/09/2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com 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 last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Garnet International Limited on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same 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) 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 they have to create 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.

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.

16. The route map to the venue of AGM is provided in the Annual Report for easy location.

By Order of the Board,
FOR GARNET INTERNATIONAL LIMITED

Sd/-
SURESH GAGGAR
MANAGING DIRECTOR
DIN No. : 00599561

PLACE: MUMBAI
DATED: 30th May, 2016

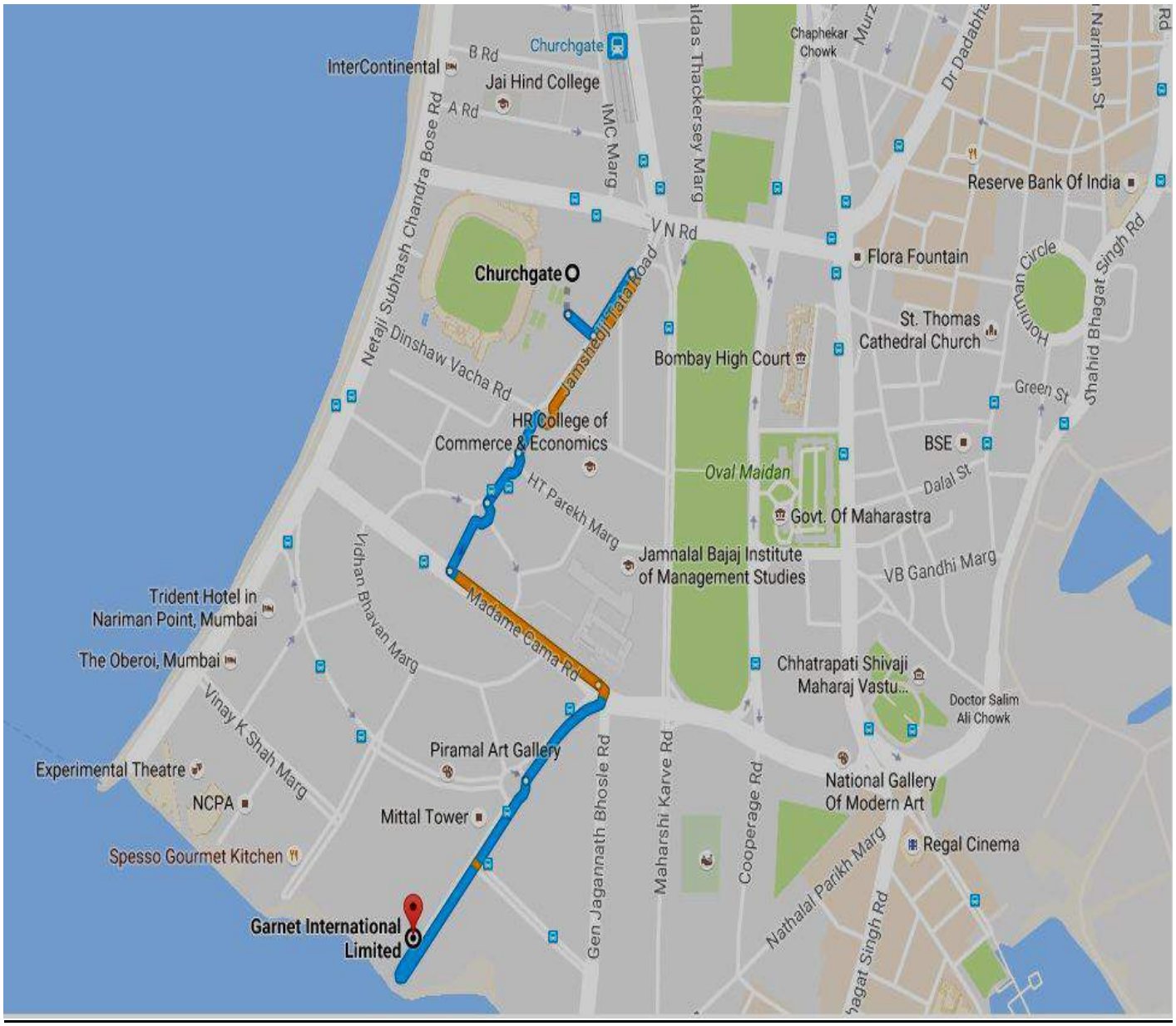
ANNEXURE TO THE NOTICE

Appointment / Re-appointment of Directors:

Details as stipulated under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 in respect of the Director seeking re appointment is furnished below:

Name of Director	Ramakant Gaggar
Date of Birth	01/07/1973
Date of Appointment	24/09/2007
Qualifications	B.Com
Expertise in specific functional areas	He is having vast experience in fields of Finance and Marketing.
List of Other Directorship held	1. Bhuta Investment Pvt. Ltd. 2. Evergreen Infotech and Datacom Pvt. Ltd. 3. Maxwell Management Services Pvt. Ltd. 4. Minex Explore Pvt. Ltd. 5. Alaukik Mines & Power Pvt. Ltd. 6. Gvs Chemical Pvt. Ltd. 7. Sukartik Clothing Pvt. Ltd.
Chairman/Member of the Audit Committee of the Board of Directors of the other Companies in which he/she is a Director	NIL
Chairman/Member of the Stakeholders Relationship Committee of the Board of Directors of the other Companies in which he/she is a Director	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Ramakant Gaggar and Suresh Gaggar are brothers.
Shareholding in the Company	12,02,442

Route Map to the 34th Annual General Meeting Venue



DIRECTORS' REPORT

To,
The Members,
GARNET INTERNATIONAL LIMITED

Your Directors have pleasure in presenting their Thirty Fourth Annual Report with Audited Accounts of the Company for the year ended 31st March 2016.

FINANCIAL HIGHLIGHTS

Amount in Rs

Particulars	Year ended 31st March 2016	Year ended 31st March 2015
Total Income	228776026	21536794
Profit/(Loss) before Depreciation and Tax	5713993	7186847
Less: Depreciation	720371	891267
Profit/(Loss) before Tax	4993622	6295580
Less: Provision for Tax	2189569	(900664)
Net Profit /(Loss) after Tax	2804053	7196244

DIVIDEND

Your directors are pleased to recommend a dividend of 7% i.e. Rs. 0.70 per Equity Share of Rs. 10/- each for the financial year ended 31st March, 2016 subject to approval of the shareholders at the ensuing Annual General Meeting

SHARE CAPITAL

The paid up equity share capital of the Company as on 31st March, 2016 was Rs.6,22,50,000/-.

Further, the company has not issued any shares with differential voting rights nor granted stock options nor sweat equity shares.

As on 31st March, 2016 Mr. Ramakant Gaggar, Director of the Company acquired 1,47,014 shares of the Company and Mr. Suresh Gaggar Director of the Company sold 81,895 shares of the company.

DEPOSITS

Your company has not accepted/invited deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014

SUBSIDIARY COMPANIES

The Company has One (1) Subsidiary as on March 31, 2016 and Two (2) Associate Companies within the meaning of Section 2(87) and 2(6), respectively of the Companies Act, 2013 ("Act") as on March 31, 2016. There has been no material change in the nature of the business of the subsidiary.

Pursuant to provisions of Section 129(3) of the Act, a statement containing salient features of the financial statement of the Subsidiary company in Form AOC-1 is attached to the a part of this Report as Annexure- 'A'