

Annual Report
2015-2016



**Goldiam
International
Limited**

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

BOARD OF DIRECTORS

Manhar R. Bhansali	Chairman- Non-Executive
Rashesh M. Bhansali	Vice-Chairman & Managing Director
Ajay M. Khatlawala	Director- Independent
Rajesh G. Kapadia	Director - Independent
Dr. R. Srinivasan	Director - Independent
Ami R. Bhansali	Director- Non-Executive Non-Independent (Resigned on May 27, 2016)
Tulsi R. Bhansali	Additional Director- Non-Executive Non-Independent (Appointed w.e.f. August 12, 2016)

BOARD COMMITTEES

Audit Committee

Rajesh G. Kapadia
Ajay M. Khatlawala
Dr. R. Srinivasan
Rashesh M. Bhansali

Stake Holder Relationship Committee

Dr. R. Srinivasan
Rashesh M. Bhansali
Ajay M. Khatlawala

Company Secretary & Compliance Officer

Pankaj J. Parkhiya (w.e.f. August 10, 2016)
Manish Raval (up to April 18, 2015)

AUDITORS

Pulindra Patel & Co., Chartered Accountants

BANKERS

The Hongkong & Shanghai Banking Corporation Ltd.
YES Bank Limited
Standard Chartered Bank
Punjab National Bank
Kotak Mahindra Bank Limited
Citibank N.A.

REGISTERED OFFICE

Goldiam International Limited
CIN: L36912MH1986PLC041203
Gems & Jewellery Complex, MIDC, SEEPZ, Andheri (East), Mumbai - 400 096
Website: www.goldiam.com E-mail: goldiam@vsnl.com

DIAMOND PROCUREMENT OFFICE

The Capital Office No. 1107, A Wing,
11th Floor, Plot No. C-70, G Block,
Bandra (East), Mumbai 400051.

REGISTRAR AND TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
Tel no.: 25946970-78 Fax: 25946969
E-mail: rnt.helpdesk@linkintime.co.in

Corporate Social Responsibility Committee

Ajay M. Khatlawala
Manhar R. Bhansali
Rashesh M. Bhansali

Share Transfer Committee

Manhar R. Bhansali
Rashesh M. Bhansali
Ajay M. Khatlawala

Listing

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

National Stock Exchange of India Limited
"Exchange Plaza", Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

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GOLDIAM INTERNATIONAL LIMITED

CIN: L36912MH1986PLC041203

Registered Address: Gems & Jewellery Complex, M.I.D.C., SEEPZ, Andheri (East), Mumbai – 400 096

Tel: (022) 2829 1893, 2829 0396, 2829 2397 | Fax: (022) 2829 2885, 2829 0418

Email: goldiam@vsnl.com | Website: www.goldiam.com

NOTICE

NOTICE is hereby given that the TWENTY NINTH ANNUAL GENERAL MEETING of the Members of GOLDIAM INTERNATIONAL LIMITED will be held on Tuesday, September 27, 2016 at 11.00 a.m. at TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai – 400 093 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Report of the Auditors thereon.
2. To confirm the interim dividend of ₹ 2/- (i.e. 20%) on each paid up equity share already paid and declare final dividend of ₹ 0.50 (i.e. 5%) on each paid up equity share for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Rashes M. Bhansali (DIN 00057931) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. Pulindra Patel & Co., Chartered Accountants, (Firm Registration No 115187W) approved in the 27th Annual General Meeting until 30th Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors.”

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Tulsi Rashes Bhansali (DIN: 06905143), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 12, 2016 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

By Order of the Board of Directors

Sd/-

Pankaj Parkhiya
Company Secretary

Place: Mumbai

Date: August 12, 2016

Regd. Office:

Gems & Jewellery Complex,
M.I.D.C., SEEPZ, Andheri (E),
Mumbai - 400 096.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING" OR "AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY 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.

Corporate members intending to send their authorised 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 Meeting.

In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. The details of the Directors proposed to be appointed/re-appointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is attached to this Notice.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item no. 5 is annexed hereto.
4. (a) The Register of Members and Share Transfer Books will remain closed from **Monday, September 19, 2016 to Tuesday, September 27, 2016 (both days inclusive)** for annual closing and determining the entitlement of the shareholders to the final dividend for the financial year ended March 31, 2016.
(b) Subject to the provisions of Section 126 of Companies Act, 2013 dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid on or after October 3, 2016 to those members whose names appear on the Register of Members as on September 18, 2016; in respect of the shares held in dematerialized form, the dividend will be

paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

- (c) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective depositories to the Company will be printed on their dividend warrants/Demand Drafts as per the applicable Regulations.
5. Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, the amount of dividend not encashed or claimed within 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government. Members who have not yet encashed their final and/or interim dividend warrant(s) for the financial year 2009-2010, 2010-2011, 2011-2012, 2012-2013 and 2013-2014 are requested to approach the Company's Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd. The details of unpaid dividend is also available on the website of the Company www.goldiam.com
6. Members are requested to notify immediately any change in their address or bank account particulars:
 - To the Registrar and Transfer Agents of the Company for shares held in physical form; and
 - Directly to their respective Depository Participants with whom they are maintaining their demat accounts and not to the Company/Registrar and Transfer Agents, for shares held in electronic form.
7. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited immediately of:
 - Change in their residential status on return to India for permanent settlement.
 - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
8. In all correspondences with the Company, members holding shares in physical form are requested to quote their Folio numbers and those holding shares in electronic form are requested to quote their DP ID number and Client ID number.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd.
10. Members desirous of obtaining any information concerning the accounts are requested to write to the Company at least 10 days before the date of the meeting so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
11. In terms of Section 101 and 136 of the Companies Act, 2013 read together with Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with the Company or with the share transfer agent of the Company or with their respective Depository Participants (s) 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 2015-16 is being sent in the permitted mode. To support the 'Green Initiative', the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email addresses with the Registrar & Transfer Agent of the Company.
12. Members may also note that the copy of Annual Report will also be available on the Company's website www.goldiam.com.
13. All documents referred to in the accompanying Notice and the Explanatory Statement, and other statutory register shall be open for inspection at the Registered Office of the Company between (11.00 am to 1.00 pm) on all working days except Sunday and public holiday up to and including the date of the Annual General Meeting of the Company.
14. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of Annual Report with them along with the Attendance slip duly signed and completed quoting their Folio No., in case shares are held in physical form or their DP ID number and Client ID number in case the shares are held in electronic form.
15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013; and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
16. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd., for consolidation into a single folio.
18. **Voting through electronic means :-**

Pursuant to provisions of section 108 and any other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its members with the facility of "remote e-voting" (e-voting from a place other than venue of the AGM), to enable them to cast their votes for the businesses to be transacted at the 29th AGM of the Company. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Instructions for members for voting electronically are as under:-

- (A) The voting period begins on September 24, 2016 at 9.00 a.m. and ends on September 26, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(B) In case of members receiving e-mail:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Now click on "Shareholders" to cast your votes.
- iii) Now Enter your User ID

	For members holding shares in Demat form	FormembersholdingsharesinPhysicalform
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 Digit beneficiary ID	Folio Number registered with the Company.

- iv) Next enter the Image Verification as displayed and Click on Login.
- v) 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.
- vi) 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)
	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip in the PAN field.
Date of Birth(DOB) OR Dividend Bank Details	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 OR Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 (iii).

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant Company i.e. Goldiam International Limited on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi) 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.

xvii) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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 corporate.
- 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 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.

xix) 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. The voting right of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date September 20, 2016.

xx) The Company has appointed Mr. Rajnikant Shah, Practising Company Secretary (Membership No. 1629 COP No. 700), as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafters unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than three days of conclusion of the meeting, to the Chairman or a person, authorized by him in writing. The Chairman or a person, authorized by him in writing, shall declare the results of the AGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.goldiam.com and on the website of CDSL and shall be communicated to the Stock Exchanges.

By Order of the Board of Directors

Sd/-

Place: Mumbai
Date: August 12, 2016

Pankaj Parkhiya
Company Secretary

Regd. Office: Gems & Jewellery Complex,
M.I.D.C., SEEPZ, Andheri (E),
Mumbai - 400 096.

STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:-

Item No.5

Ms. Tulsi Rashesh Bhansali (DIN 06905143), aged about 24 years, was appointed as an additional Director of the Company at the Board Meeting held on August 12, 2016. In terms of Section 161 of the Companies Act, 2013, she holds office up to the date of the Twenty Ninth Annual General Meeting.

The Board of Directors approved the aforesaid appointment of Ms. Tulsi R. Bhansali, based on the recommendation of the Nomination and Remuneration Committee, pursuant to Section 178 of the Companies Act, 2013 and Rules framed thereunder and also in terms of the Nomination and Remuneration policy of the Company.

The Company has obtained from Ms. Tulsi R. Bhansali her consent in Form DIR-2 to act as a Director and also received intimation in Form DIR-8 to the effect that she is not disqualified to be appointed as a Director in any Company. The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member along with a deposit of ₹ 1,00,000/- proposing the candidature of Ms. Tulsi R. Bhansali as a Director of the Company.

Brief resume of Ms. Tulsi R. Bhansali, nature of her experience in specific functional area, names of companies in which she holds Directorships and Membership/ Chairmanship of Board Committees, etc. are separately annexed hereto. Ms. Tulsi R. Bhansali does not hold any Equity Share in the Company.

The Board considers that association of Ms. Tulsi R. Bhansali will be immense benefit to the Company and it would be prudent to appoint Ms. Tulsi R. Bhansali on the Board of Directors of the Company. As a Director of the Company, Ms. Tulsi R. Bhansali shall be liable to determination by retirement of Directors by rotation at Annual General Meetings. Accordingly, the Board recommends Resolution No.5 for approval by the Members.

Except Mr. Manhar R. Bhansali, Chairman, Mr. Rashesh M. Bhansali, Vice-Chairman & Managing Director and Ms. Tulsi R. Bhansali, no other Director or key Managerial Personnel of the Company or their relatives is concerned or interested in Resolution No.5 as contained in the Notice.

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

Profile of Mr. Rashesh M. Bhansali (DIN 00057931)

Date of Birth	July 6, 1968
Nationality	Indian
Date of Appointment	September 1, 1988
Qualifications	Bachelors degree in Commerce
Expertise in specific functional area	Wide Knowledge & experience in the field of diamonds & jewellery of more than 15 years
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	<ul style="list-style-type: none"> • Diagold Designs Limited • Goldiam Jewellery Limited
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholders'/Investor Grievance Committees)	Member of Audit Committee of Goldiam Jewellery Limited
Number of Shares held	60,00,000
Relationships between Directors inter-se	Mr. Manhar R. Bhansali, Chairman – Father Ms. Tulsi R. Bhansali, Non Executive Non Independent Director – Daughter

Goldiam International Limited

Profile of Ms. Tulsi R. Bhansali (DIN 06905143)

Date of Birth	March 16, 1992
Nationality	Indian
Date of Appointment	August 12, 2016
Qualifications	<p>2015 Gemmological Institute of America (GIA) Certified "Jewellery Designer"</p> <p>2013-14 Imperial College London, Business School MSc(Hons) in Innovation, Entrepreneurship and Management</p> <p>2010-13 University of Warwick, United Kingdom BA (Hons) in Sociology</p> <p>2008-10 B.D. Somani International School, India International Baccalaureate</p>
Expertise in specific functional area	Wide Knowledge & experience in the field of diamonds & jewellery
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholders'/Investor Grievance Committees)	NIL
Number of Shares held	NIL
Relationships between Directors inter-se	<p>Mr. Manhar R. Bhansali, Chairman – Grandfather</p> <p>Mr. Rashesh M. Bhansali, Vice-Chairman & MD- Father</p>
Employee	As a Marketing Executive with Goldiam Jewellery Limited- wholly owned subsidiary company.