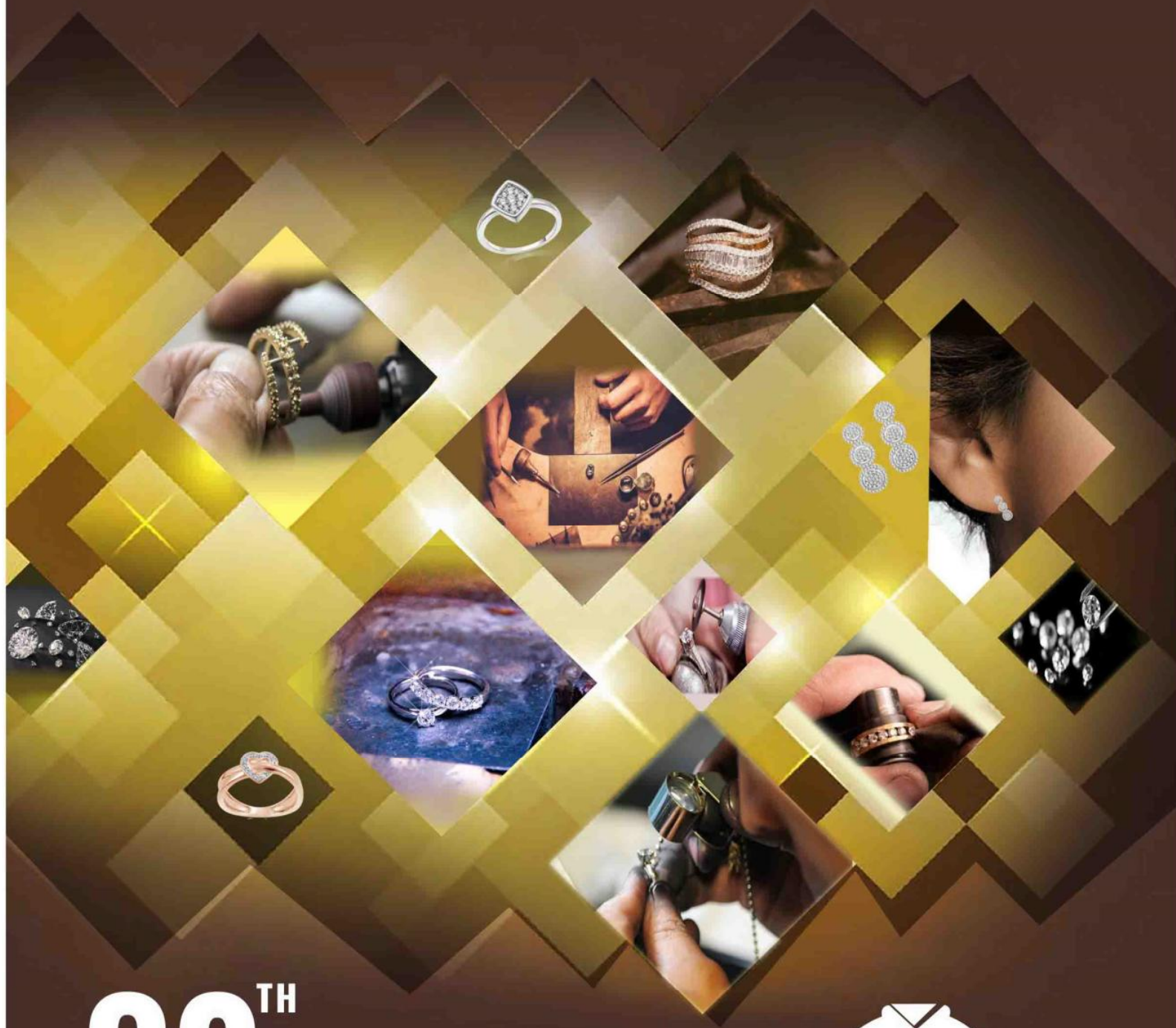


Crafted by Heart



30TH

**ANNUAL
REPORT**

Year 2019 - 20



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.

The image features three distinct diamond necklaces against a deep purple background with a subtle floral pattern. The top necklace has a chain with three baguette diamonds and a large octagonal pendant with a central baguette diamond and a pavé border. The middle necklace has a chain with a small diamond and a square pendant with a central baguette diamond and a leaf-patterned pavé border. The bottom necklace has a chain with a small diamond and a pendant with three teardrop diamonds in a curved arrangement. All diamonds are brilliant-cut and set in a light-colored metal.

Global Presence

Middle East

Far East

Europe

USA

UK



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

BOARD OF DIRECTORS

Mr. Kanti Kumar Dadha (DIN: 00283289)
Mr. Karan Singh Baid (DIN: 00283224)
Mr. Arvind Dadha (DIN: 00317631)
Mr. B. K. Ashok (DIN: 00922780)
Mrs. Rajani Poddar (DIN: 07224114)
Mr. Vinod Kankariya (DIN: 06886764)

Chairman & Managing Director
Whole Time Director
Whole Time Director
Independent Director
Independent Director
Independent Director

CHIEF FINANCIAL OFFICER

Mr. Ashish Dadha

Chief Financial Officer

COMPANY SECRETARY

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 30th Annual General Meeting of the members of Golkunda Diamonds & Jewellery Limited ('the Company'), will be held on Saturday, 12th September, 2020 at 3.00 P.M. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 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, 2020.
3. To appoint a Director in place of Mr. Karansingh Baid (Holding DIN: 00283224) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. Re-appointment of Mr. Kantikumar Dadha as a Chairman and Managing Director and Fixation of Remuneration

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

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197, 198 and 203 any other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to other requisite approvals, if any, consent of the members be and is hereby accorded to re-appoint Mr. Kantikumar Dadha (DIN: 00283289), aged 72 years, as Managing Director of the Company (not liable to retire by rotation), for a further period of 3 (three) years from the expiry of his present term of office, that is, with effect from 1st October, 2020 on payment of remuneration not exceeding Rs. 7,00,000/- 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."

"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, pursuant to the provisions of Section 203 read along with rules made thereunder, the consent of the members of the company be and is hereby accorded for appointment / continuation of appointment of Mr. Kantikumar Dadha, Managing Director as Chairman of the Company w.e.f. 1st October, 2020."

"RESOLVED FURTHER THAT, Mr. Kantikumar Dadha shall be entitled to the re-imbursment 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 be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company."

5. Re-appointment of Mr. Arvind Dadha as a wholetime Director and Fixation of Remuneration

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject



to other requisite approvals, if any, consent of the members of the company be and is hereby accorded to the reappointment of Mr. Arvind Dadha (DIN: 00317631) as Whole Time Director of the Company for the further period of (Three) years from the expiry of his present term of office, that is, with effect from 1st October, 2020 on payment of remuneration not exceeding Rs. 5,00,000/- 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.”

“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. Arvind Dadha shall be entitled to the re-imbursement 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 be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

6. Re-appointment of Mr. Karansingh Baid as a wholetime Director and Fixation of Remuneration

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and subject to other requisite approvals, if any required, the consent of the members of the Company be and is hereby accorded to the reappointment of Mr. Karan Singh Baid (DIN: 00283224) aged 72 years as Whole Time Director of the Company for the further period of Three years from the expiry of his present term of office, that is, with effect from 10th November, 2020 on payment of remuneration not exceeding Rs. 5,00,000/- 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.”

“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. Karan Singh Baid shall be entitled to the re-imbursement 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 be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company.”

REGISTERED OFFICE:

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

Date: 31.07.2020

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

KANTIKUMAR DADHA
(Chairman & Managing Director)



NOTES:P

1. Pursuant to Circular Nos. 14/2020, 17/2020, 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular No. HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (hereinafter collectively referred to as 'Circulars'), the Annual General Meeting of the Company ("AGM") is convened through Video Conferencing / Other Audio Visual Means (VC/OAVM).
2. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, additional information on directors seeking appointment/ re-appointment is provided separately.
3. Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 is annexed to and forms part of this Notice.
4. **Since this AGM is being held pursuant to the circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the proxy form and attendance slip are not annexed to this notice.**
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to agarwalkala@gmail.com with a copy marked to evoting@nsdl.co.in and cs@golkunda.com.
6. Since the AGM being held through VC/OAVM, the Route Map is not attached to this Notice.

7. VOTING THROUGH ELECTRONIC MEANS

In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), listed companies are required to provide members with the facility to exercise their votes at general meetings through electronic means. The Company has availed the services of National Securities Depository Limited (NSDL) for providing the necessary remote e-voting platform to the members of the Company.

8. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL
9. Detailed instructions on the e-voting procedure:
 - A. For shareholders receiving e-mail communication from NSDL.
 - i. Members may note that the Notice of the Thirtieth Annual General Meeting and the Annual Report 2020 will be available on the Company's website www.golkunda.com. The Notice of Annual General Meeting shall also be available on the website of NSDL viz. www.evoting.nsdl.com. The Company has published a Public Notice by way of advertisement in Marathi newspaper and in an English newspaper with the required details of 30th AGM, for information of the Members.
 - ii. The e-voting period shall commence on Tuesday, 8th September, 2020 at 9.00 AM and ends on Friday, 11th September, 2020 at 5.00 PM. The e-voting Module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a shareholder, it cannot be changed subsequently.
 - iii. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
 - iv. Facility of joining the AGM through VC / OAVM shall be available for 1,000 members on first-come-first-served basis. However, the participation of promoters, directors, key managerial personnel, chairpersons of Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come-first served basis.
 - v. The Board of Directors has appointed Ms. Kala Agarwal, Practising Company Secretary (Membership No. 34897, COP No. 5356) as the Scrutinizer for conducting the remote e-voting and poll process in accordance with law and in a fair and



transparent manner. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the annual general meeting, prepare a Scrutinizer's Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.

- vi. The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of NSDL.
- vii. The Members who have cast their vote by remote e-voting prior to the AGM may also attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- viii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- ix. The details of the process and manner for remote e-voting are explained herein below:

For shareholders receiving e-mail communication from NSDL

Step 1

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

6. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) Retrieval of 'initial password'
- i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment



i.e. a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- ii. If your email ID is not registered, please follow steps mentioned below for those shareholders whose email IDs are not registered.
 7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at www.evoting.nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 9. Now, you will have to click on "Login" button.
 10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2

1. After successful login as mentioned in Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of Golkunda Diamonds & Jewellery Limited.
 4. Now you are ready for e-Voting as the Voting page opens.
 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- x. Instructions for Members for Voting during the AGM:
1. The procedure for remote e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC / OAVM.
 2. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the AGM.
 3. E-voting during the AGM is integrated with the VC platform and no separate login is required for the same.

8. PROCEDURE FOR REGISTRATION OF E-MAIL ADDRESS AND BANK DETAILS BY SHAREHOLDERS:-

i. For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Link Intime India Pvt Ltd by clicking the link: https://linkintime.co.in/emailreg/email_register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case