

Annual Report 2020 - 2021



GOLKUNDA
Diamonds & Jewellery Ltd.



Vision

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

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

Mission

Values

- Innovation
- Collaboration
- Trust
- Accountability
- Mutual Respect

Embracing Changing Times

We are most trusted and well-known jewellery manufacturers in Middle East and USA, known for commercial manufacturing capabilities, creative library of designs and a long history of successfully serving our customers across diverse markets.

With a strong market position and a long track record, we are evolving with changing times in the jewellery business abroad. We are sharpening the basics, gradually improving our manufacturing capabilities and increasing our geographic diversity.

With International jewellery business having transformed by the world wide pandemic, we are moving along with the change by enhancing the appeal of our brands and finding new and innovative ways of reaching out to our ever-evolving International customers. We are also using digitisation as a platform to further shape our brand identity.

Our Corporate Identity

With a strong legacy of more than 50 years built on trust, we design, manufacture and sell exquisite diamond jewellery. We have successfully built on this decades-old legacy of enthralling customers with stunning and inspiring designs and have transformed into a modern and innovative brand. Our unique combinations of aesthetically designed collections encompass the aspiration and preference of different generations for all occasions.

What makes us stand out :

- ▶ Backed by our strong production capabilities, exclusive designs, innovative offerings
- ▶ Focused on creating value chain of supplies
- ▶ Appreciated for our originality and exquisite detailing
- ▶ Widening reach and a committed team



Revenue Growth



To touch success,
stretch yourself to
the edge of your capacity.





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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) | 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 (upto: 21.06.2021) |
| Mrs. Rajani Poddar (DIN: 07224114) | Independent Director |
| Mr. Vinod Kankariya (DIN: 06886764) | Independent Director |
| Mr. Shashi Ashok Bekal (DIN: 03066170) | Additional Independent Director(w.e.f.:21.06.2021) |

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 LLP (Formerly known as Motilal & Associates)
Chartered Accountants, Mumbai

WORKS

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

REGISTRAR

Link Intime India Pvt. Ltd.
C 101, 247 Park, L B S Marg, Vikhroli west,
Mumbai-400083 Tel.: 2249186270 / 2249186000
Email : rnt.helpdesk@linkintime.co.in

DEMATERIALIZATION OF SECURITIES

ISIN-INE798D01015

CORPORATE IDENTITY NUMBER:

CIN: L36912MH1990PLC058729

WEBSITE

www.golkunda.com



NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the members of Golkunda Diamonds & Jewellery Limited ('the Company'), will be held on **Saturday, 14th August, 2021 at 3.00 P.M.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Accounts:

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021 and Statement of Profit & Loss for the year ended on that date together with report of the Board of Directors and Auditors thereon.

2. Declaration of dividend:

To declare dividend on equity shares of the Company for the financial year ended 31st March, 2021.

3. Re-appointment of Mr. Arvind Dadha (Holding DIN: 00317631), the retiring director:

To appoint a Director in place of Mr. Arvind Dadha (Holding DIN: 00317631) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. Re-Appointment of Mrs. Rajani Poddar(DIN: 07224114) as an Independent Director

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') as amended from time to time, Mrs. Rajani Poddar (DIN: 07224114), whose term as an Independent Director of the Company expires on August 11, 2021 and who has consented to act as an Independent Director of the Company and who has submitted her declarations that she meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) 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 her 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. August 12, 2021 to August 11, 2026 and she will not be liable to retire by rotation.

FURTHER RESOLVED 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."

5. Appointment of Mr. Shashi Ashok Bekal (DIN: 03066170) as an Independent Director

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Shashi Ashok Bekal (DIN: 03066170) who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from June 21, 2021 post recommendation by the Nomination and Remuneration Committee of the company and who holds office upto the date of this Annual General Meeting in terms of provisions of Section 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a shareholder proposing his candidature for the office of Director, be and is hereby regularized/appointed as a Director of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Act including Schedule IV thereto 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') as amended from time to time, the appointment of Mr. Shashi Ashok Bekal (DIN: 03066170), a Non-Executive Director of the Company, who has consented to act as an Independent Director of the Company and has submitted a declaration under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that he meets the criteria for independence under the Act and Listing Regulations and is eligible for appointment as an Independent Director of the Company 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 appointed as an Independent Director of the Company for a consecutive term of 5 years viz. June 21, 2021 to June 20, 2026, not liable to retire by rotation.



FURTHER RESOLVED 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. Change in designation of Mr. KantikumarDadha (DIN: 00283289) from Chairman and Managing Director to Chairman and Whole-time Director:

To consider and if thought fit, to pass, the following resolution as a SpecialResolution:

"RESOLVED THAT in partial modification of the earlier resolution approved by the shareholders in Annual General Meeting held on 12th September, 2020, considering recommendation made by the Board and the provisions of the section 196, 197, 198 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, Mr. KantikumarDadha (DIN: 00283289), who was appointed as Chairman and Managing Director of the company for a period of three years from 01st October, 2020 to 30th September, 2023, be and is hereby re-designated as Chairman and Whole-Time Director of the Company, effective from the close of the business hours on 21st day of June, 2021.

FURTHER RESOLVED THAT except for the aforesaid change in designation, all other terms and conditions of his appointment/employment with the company, as approved by the shareholders in Annual General Meeting held on 12th September, 2020, shall remain intact and prevail for all purposes."

FURTHER RESOLVED 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."

7. Change in designation of Mr. Arvind Dadha (DIN: 00317631) from WholeTime Director to Managing Director:

To consider and if thought fit, to pass, the following resolution as a SpecialResolution:

"RESOLVED THAT in partial modification of the earlier resolution approved by the shareholders in Annual General Meeting held on 12th September, 2020, considering recommendation made by the Board and the provisions of the section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, Mr. Arvind Dadha (DIN: 00317631), who was appointed as Whole Time Director for a period of three years from 01st October, 2020 to 30th September, 2023, be and is hereby re-designated as Managing Director of the Company, effective from the close of the business hours on 21st day of June, 2021.

FURTHER RESOLVED THAT except for the aforesaid change in designation, all other terms and conditions of his appointment/employment with the company, as approved by the shareholders in Annual General Meeting held on 12th September, 2020, shall remain intact and prevail for all purposes."

FURTHER RESOLVED 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."

REGISTERED OFFICE:

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

By orders of the Board of Directors
For **Golkunda Diamonds & Jewellery Limited**

Date: June 21, 2021

KOPAL JAIN
COMPANY SECRETARY

NOTES:

1. In view of the continuing Covid-19 pandemic and social distancing norm, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 (referred to as "SEBI Circular") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. The Deemed Venue of the 31st AGM of the Company shall be its Registered Office.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business at Item No. 4 to 7 of the above Notice is annexed hereto.
5. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and e-voting facility for the AGM.



6. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/JPEG Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at agarwalkala@gmail.com and copy marked to evoting@nsdl.co.in and cs@golkunda.com. The scanned image of the above mentioned documents should be in the naming format "The Golkunda Diamonds & Jewellery Limited 31st AGM".
7. Register of Members and the Share transfer books of the Company will remain closed from Thursday the 12th August, 2021 to Saturday the 14th August, 2021 (both days inclusive) for the purpose of Annual General Meeting and for determining the name of members eligible for dividend on equity shares, if declared at AGM.
8. The Dividend, if declared, will be payable to those Equity Shareholders whose names stand on the Register of Members as at the close of business on Saturday, 14th August, 2021, and in respect of shares held in the electronic form, the dividend will be payable to the beneficial owners as at the close of business on 07th August, 2021 as per details furnished by the Depositories for this purpose.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Link Intime India Private Limited (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to tds.golkunda@gmail.com latest by Friday, 06th August, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to tds.golkunda@gmail.com latest by Friday, 06th August, 2021.

9. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond/coordinate with the Company Secretary at the Company's registered office or the Company's RTA for revalidation and encashment before the due dates for transferring those dividends to the Investor Education and Protection Fund Authority (IEPF Authority). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to IEPF Authority. In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to DEMAT account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.
10. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from the IEPF authority by submitting an online application in e-Form IEPF-5 available on <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a Financial Year as per the IEPF Rules.
10. SEBI Listing Regulations have mandated the Companies to credit the dividends electronically to the Members' Bank account. Members who hold shares in electronic / dematerialized form should inform their Depository Participant (DP) as well as to the Company and those Members holding shares in physical form should inform to the Company or its R&T Agent, their bank details viz. Bank Account Number, Name of the Bank and Branch details, IFSC Code and MICR Code to enable the Company to incorporate the same for dividend payments. Those Members who have earlier provided their bank details but if there is any change therein, they should also update the same instantly in the manner as aforesaid. The dividend warrant for those members who fail to update their bank details will be posted subject to the normal functioning of the postal services, considering the ongoing COVID-19 Pandemic situation.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to M/s. Link Intime India Private Limited, for doing the needful.
12. SEBI Regulations has mandated Companies to credit the dividends electronically to the Members' bank account. Members who hold shares in dematerialized form should inform their Depository Participant's (DP) as well as to the Company and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.
13. Members are requested to notify change in address, if any, immediately to M/s. Link Intime India Private Limited, quoting their folio numbers.
14. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
15. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Listing Regulations" in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their re-appointment.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details



furnished by the Shareholders / Depositories for depositing of dividends.

17. Members seeking any information with regard to Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Monday, 09th August, 2021, through email on cs@golkunda.com. The same will be replied by the Company suitably.
18. The Members approved the appointment of M/s. Motilal & Associates LLP (Formerly known as Motilal & Associates), Chartered Accountants (FRN106584W) as Statutory Auditors of the Company, in their Annual General Meeting held on 28th September, 2019, to hold office from conclusion of 29th Annual General Meeting of the Company until the conclusion of its 34th Annual General Meeting to be held in year 2024. Since the requirement of ratification of appointment of Statutory Auditors every year by the Members of Company has been dispensed with w.e.f. May 7, 2018 vide Companies (Amendment) Act, 2017, no resolution is being proposed for ratification of appointment of Statutory Auditors at the AGM.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT, USER ID & PASSWORD AND REGISTRATION OF EMAIL ID FOR E-VOTING:

19. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.golkunda.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.
20. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at cs@golkunda.com or to the RTA at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member.
21. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to cs@golkunda.com or rnt.helpdesk@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
22. Alternatively members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
23. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

24. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the "EVEN 116428" of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
25. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
26. Members who need assistance before or during the AGM with use of technology can send a request at evoting@nsdl.co.in or use Toll free no.: 1800 1020 990 / 1800 224 430
25. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
27. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.