



**18TH ANNUAL REPORT
2016-2017**

PATDIAM JEWELLERY LIMITED

CIN: L36911MH1999PLC120537

**Regd. Office: Gala No 102, Bldg No. 1,
SEEPZ SEZ, Andheri (E) Mumbai (MH) – 400 096**

Tel: +22-2829 3455/56; Fax: +22-2829 3459

E-mail ID: info@patdiam.com; Website: www.patdiam.com

PATDIAM JEWELLERY LIMITED

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PATDIAM JEWELLERY LIMITED

COMPANY INFORMATION

BOARD OF DIRECTORS

| | | |
|----------------|---|----------------------|
| Samir Kakadia | - | Managing Director |
| Pravin Kakadia | - | Chairman & Director |
| Priti Kakadia | - | Women Director |
| Paresh Shah | - | Independent Director |
| Jayesh Avaiya | - | Independent Director |
| Prakash Shah | - | Independent Director |

STATUTORY COMMITTEES

AUDIT COMMITTEE

| | | |
|---------------|---|----------|
| Paresh Shah | - | Chairman |
| Jayesh Avaiya | - | Member |
| Prakash Shah | - | Member |

NOMINATION & REMUNERATION COMMITTEE

| | | |
|---------------|---|----------|
| Prakash Shah | - | Chairman |
| Jayesh Avaiya | - | Member |
| Paresh Shah | - | Member |

STAKEHOLDER'S RELATIONSHIP COMMITTEE

| | | |
|---------------|---|----------|
| Prakash Shah | - | Chairman |
| Jayesh Avaiya | - | Member |
| Paresh Shah | - | Member |

CHIEF FINANCIAL OFFICER

Bharat Kumar Keshvlal Shah

COMPANY SECRETARY

Aditi Neema

STATUTORY AUDITORS

Pulindra Patel & Co.,

Chartered Accountants

307, 3rd Floor, Gold Mohur Society,

174 Princess Street, Kalbadevi Road,

Mumbai – 400 002, Maharashtra

Tel No. 022-22056233 / 43472356

E-mail: pulindra_patel@hotmail.com

SECRETARIAL AUDITOR

SKJ & Associates,

Company Secretaries

21A, 2nd Floor, Shankar Seth Building,

380-382 J.S.S. Road, Chira Bazar,

Mumbai – 400 002, Maharashtra

Tel. No. 022-2203 7706

E-mail: skjandassociates@gmail.com

REGISTRAR & TRANSFER AGENT

Bigshare Services Private Limited

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East,

Mumbai – 400 059, Maharashtra

Tel. No. 022- 6263 8200

E-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

REGISTERED OFFICE

Patdiam Jewellery Limited

CIN: L36911MH1999PLC120537

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SEEPZ SEZ, Andheri (E),

Mumbai – 400 096, Maharashtra

Tel: +22-2829 3455/56

Fax: +22-2829 3459

E-mail ID: info@patdiam.com; cs@patdiam.com

Investor Complaints: investors@patdiam.com; cs@patdiam.com

Website: www.patdiam.com

PATDIAM JEWELLERY LIMITED

NOTICE FOR 18TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 18th Annual General Meeting of **Patdiam Jewellery Limited** will be held on **Friday, the 29th day of September, 2017 at 02.00 P.M.** at the Registered Office of the Company **at Gala No. 102, Building No. 1, SEEPZ++, SEZ, Andheri East, Mumbai – 400 096**, to transact the following business :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Pravin Kakadia (DIN: 00178140), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify appointment of M/s. Pulindra Patel & Co, Chartered Accountants, as Statutory Auditor of the Company and in this connection, 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 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the 17th Annual General Meeting appointing M/s. Pulindra Patel & Co., Chartered Accountants, Mumbai (Firm Registration No. 115187W) as Statutory Auditors of the Company to hold office until the conclusion of 22nd Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. Pulindra Patel & Co., as Statutory Auditors of the Company for the Financial Year ending 31st March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

4. Approval for entering into Related Party Transactions by the Company

To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

PATDIAM JEWELLERY LIMITED

| S. No. | Nature of Transactions as per section 188 of the Companies Act, 2013 | Name of the Director/KMP who is related and nature of their relationship | Name of the Related Party | Maximum Amounts (Per Annum) |
|--------|--|--|---------------------------|-----------------------------|
| 1. | Sale, purchase or supply of any goods / materials | Mr. Samir Kakadia, Managing Director; Mrs. Priti Kakadia, Director & Mr. Pravin Kakadia Chairman and Director are the Partners in the Related entity | M/s Patdiam | Rs. 25,00,00,000/- |
| 2. | | | M/s Patdiam Jewels | Rs. 2,50,00,000/- |

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

Registered Office:

Gala No 102, Bldg No. 1,
SEEPZ SEZ, Andheri (E),
Mumbai (MH) – 400 096

By Order of the Board of Directors
For **Patdiam Jewellery Limited**

Pravin Kakadia
Chairman

Dated: September 01, 2017

PATDIAM JEWELLERY LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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.
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting (AGM). Proxies submitted on behalf of Companies, societies etc. must be supported by appropriate resolution/ authority as applicable.
3. The Members/ Proxies/ Authorized Representative attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
4. Duplicate attendance slip shall not be issued at the AGM venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the AGM.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the AGM. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Corporate/ Registered Office of the Company.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 25th September 2017 to Friday, 29th September 2017 (both days inclusive).
9. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company at the following Address:
PATDIAM JEWELLERY LIMITED
Gala No 102, Bldg No 1,
SEEPZ SEZ, Andheri (E),
Mumbai – 400 096 (MH)
Member whose shareholding is in electronic mode, are requested to direct change of address to their respective depository participant.
10. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days notice in writing is given to the Company.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will also be available for inspection by the members at the AGM.
12. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at Gala No 102, Bldg No 1, SEEPZ SEZ, Andheri (E), Mumbai – 400 096 (MH) for the attention of Ms. Aditi Neema, Company Secretary, at least ten days in advance of the Meeting so that requisite information can be made available at the Meeting.
13. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except holidays up to the date of AGM.
14. 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.
15. Electronic copy of the Annual Report and Notice of the 18th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/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 and Notice of the 18th Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in the permitted mode.
16. Members may also note that physical copies of the Notice of the 18th Annual General Meeting and the Annual Report for 2017 will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
17. Securities and Exchange Board of India (SEBI) & the Ministry of Corporate Affairs (MCA) encourages paperless communication as a contribution to greener environment.
Members holding shares in physical mode are requested to register their e-mail ID's with 'Bigshare Services Private Limited', the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
18. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under

PATDIAM JEWELLERY LIMITED

Chapter XB as it is a SME Company and listed on SME platform of BSE Limited.
Therefore Company is not providing e-voting facility to its shareholders
19. The route map showing directions to reach the venue of the Meeting is annexed.

Registered Office:

Gala No 102, Bldg No. 1,
SEEPZ SEZ, Andheri (E),
Mumbai (MH) – 400 096

By Order of the Board of Directors
For **Patdiam Jewellery Limited**

Pravin Kakadia
Chairman

Dated: September 01, 2017

EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item nos. 4 in the accompanying Notice of the Annual General Meeting.

Item No. 4: Approval for entering into Related Party Transactions by the Company

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the Related Parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case transaction specified in Section 188(1) exceeding threshold limit specified in respective rules, prior approval of the shareholders by way of a Special Resolution must be obtained.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- 1) Name of the Related Party:
 - M/s Patdiam and
 - M/s Patdiam Jewels
- 2) Name of the Director or Key Managerial Personnel who is related, if any and Nature of Relationship:

Mr. Samir Kakadia, Managing Director; Mrs. Priti Kakadia, Director & Mr. Pravin Kakadia Chairman and Director are the common Partner in M/s Patdiam and M/s Patdiam Jewels
- 3) Nature, material terms and particulars of the contract or arrangement:

Sale and Purchase of Diamond
- 4) Maximum monetary value involved
 - M/s Patdiam and Rs.25,00,00,000/- (Rupees Twenty Five Crore Only)
 - M/s Patdiam Jewels Rs.2,50,00,000/- (Rupees Two Crore Fifty Lacs Only)

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 04 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item No. 04 for approval of the Members.