



**22ND ANNUAL REPORT
2020-21**

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: cs@patdiam.com; Website: www.patdiam.com

PATDIAM JEWELLERY LIMITED

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COMPANY INFORMATION

BOARD OF DIRECTORS

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

STATUTORY COMMITTEES

AUDIT COMMITTEE

Jayesh Avaiya	-	Chairman
Prakash Shah	-	Member
Priti Kakadia	-	Member

NOMINATION & REMUNERATION COMMITTEE

Prakash Shah	-	Chairman
Jayesh Avaiya	-	Member
Priti Kakadia	-	Member

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Prakash Shah	-	Chairman
Jayesh Avaiya	-	Member
Priti Kakadia	-	Member

CHIEF FINANCIAL OFFICER

Bharat Kumar Keshavlal Shah

COMPANY SECRETARY

Navita Choudhary

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 – 400002, 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 – 400059, Maharashtra

Tel. No. 022-6263 8200

E-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

REGISTERED OFFICE

Patdiam Jewellery Limited

CIN: L36911MH1999PLC120537

Regd. Office: Gala No 102, Bldg No. 1,

SEEPZ SEZ, Andheri (E),

Mumbai – 400 096, Maharashtra

Tel: +22-2829 3455/56

Fax: +22-2829 3459

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

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

Website: www.patdiam.com

NOTICE FOR 22ND ANNUAL GENERAL MEETING

NOTICE is hereby given that 22nd Annual General Meeting of **Patdiam Jewellery Limited** will be held on Thursday, the 30th day of September, 2021 at 01.00 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, 2021 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 Appoint M/s. Dave & Dave, Chartered Accountants, as Statutory Auditor of the Company for a period of five years and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Dave & Dave, Chartered Accountant, (Firm Registration No. 102163W) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting of the Company held in the year 2026 on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.”

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. 5,00,00,000/-

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."

5. Re-appointment of Mr. Samir Kakadia as the Managing Director of 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 196, 197, 198, 203 read with Schedule V Part II Section III Clause (b)(i) and all the other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, subject to the approval of Central Government or other Government authority/agency/board, if any, and subject to approval of the Members, Mr. Samir Kakadia (DIN: 00178128) be and is hereby appointed as Managing Director of the Company for a period of Three years with effect from 01st September, 2021 to 31st August, 2024 as per the terms and conditions and increased remuneration as set out in the Managing Director Agreement placed before the meeting and initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT in the event in any Financial Year during the tenure of the Managing Director, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013, the Company may pay to the Managing Director, the above remuneration, excluding commission amount payable on profits earned, as the minimum

remuneration by way of salary and allowances as specified above and subject to receipt of the requisite approvals, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution or to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid appointment and increase in remuneration of Mr. Samir Kakadia (DIN: 00178128) from time to time, in accordance with and subject to the limits as stated in the draft Managing Director Agreement or as may be stipulated by the Central Government, if and to the extent necessary and applicable and to do all such acts, deeds, matters and things for giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any of its committee(s) or any Director or officer or person, to give effect to the aforesaid resolution."

6. Authorisation under Section 185 of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rule made there under as amended from time to time, the consent of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to Include, unless the context otherwise required, any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan Including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by Body Corporate in which any such director is a member or partner, (In which any director is deemed to be Interested) upto an aggregate sum of Rs. 50,00,00,000 (Rupees Fifty Crores Only) in their absolute discretion deem beneficial and in the Interest of me Company, provided that such loans are utilized by the borrowing company for Its principal business activities.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or Incidental for the purpose of giving effect to this resolution in the interest of the Company."

7. Authorisation under Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made

thereunder as applicable, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to give any loan(s) and/or any guarantee(s) and/or provide any security(ies) in connection with any loan(s) to any other body corporate or person and/ or to make any further investments/acquisition by way of subscription, purchase or otherwise, the securities (including equity shares, preference shares, debentures, or any other kind of instruments, whether convertible or not) of other body corporate, for an amount not exceeding Rs.50,00,00,000 (Rupees Fifty Crores Only) over and above the limits available to the Company of 60% (Sixty Percent) of its paid up share capital, free reserves and securities premium account or 100% (One Hundred Percent) of its free reserves and securities premium account, whichever is more, and remaining outstanding at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate, finalise and agree the terms and conditions of the aforesaid amount and to do, all such acts, matters, deeds and things, as may be considered necessary, proper or expedient to give effect to this resolution and for matters connected or incidental thereto 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:06.09.2021

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. The Explanatory Statement as required under section 102 of the Companies Act, 2013 is annexed hereto.
8. 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.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2021 to 30th September, 2021 (both days inclusive).
10. 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.
11. 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.

12. 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.
13. 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. Navita Choudhary, Company Secretary, at least ten days in advance of the Meeting so that requisite information can be made available at the Meeting.
14. 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.
15. 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.
16. Electronic copy of the Annual Report and Notice of the 22nd 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 22nd Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in the permitted mode.
17. Members may also note that physical copies of the Notice of the 22nd Annual General Meeting and the Annual Report for 2021 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.
18. 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.
19. 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