



Report  Junction.com

Shantivijay Jewels Limited

ANNUAL REPORT 2004-2005



SHANTIVIJAY JEWELS LIMITED

BOARD OF DIRECTORS

BIMALCHAND GODHA
(Chairman & Managing Director)

JEFFREY K. STERN
SHAMBHUKUMAR S. KASLIWAL
RAJENDRA J. SHAH
JAYANT B. SHAH
APURVA R. SHAH
PRADEEP B. GODHA
ANURAG B. GODHA

REGISTERED OFFICE / WORKS

G 37, Gem & Jewellery Complex, Bldg. No. III,
SEEPZ, Andheri (E), Mumbai-400 096.

ADMINISTRATIVE OFFICE

L-1, Hotel Hilton Towers, Nariman Point, Mumbai-400 021.

BANKERS

Canara Bank
Overseas Branch, Nariman Point, Mumbai-400 021.

AUDITORS

B.F. Chordia & Co.
Chartered Accountants
17/1004, Indradarshan, Oshivara Link Road, Andheri (West), Mumbai-400 053.

REGISTRAR & TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai-400 072.

SHANTIVIJAY JEWELS LIMITED

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of SHANTIVIJAY JEWELS LIMITED will be held at the Registered Office at G-37, Gem & Jewellery Complex, Building No. III, SEEPZ, Andheri (East), Mumbai 400 096 on **Monday, 22nd August, 2005 at 10.00 A.M.** to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2005 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditors', thereon.
2. To appoint a Director in place of Shri. Apurva R. Shah, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri. Shambhukumar S. Kasliwal, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Listing Agreement entered into with the Stock Exchange, Mumbai, the approval of the Company be and is hereby granted for payment of sitting fees to the non-executive Directors of the Company for attending the meetings of the Board of Directors and Committees as may be constituted by the Board of Directors from time to time, to the extent of Rs.5,000/- per meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine /vary the amount of sitting fees payable to the Board of Directors and Committees thereof, within such maximum permissible limits as may be prescribed under the Companies Act, 1956 and rules made thereunder."

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956

Revised Clause 49 of the Listing Agreement entered into with the Stock Exchange, Mumbai requires that all fees/

compensation, if any, to be paid to Non-executive Directors, including Independent Directors shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting. The amended provisions of the said clause are required to be complied with by 31st December, 2005.

The Central Government has prescribed maximum limit of Rs.20,000/- per meeting towards fees /allowance for attending such meetings under the provisions of the Companies Act, 1956. The Company has been paying an amount of Rs.5,000/- per meeting towards sitting fees to the Non-executive Directors, including Independent Directors for attending the meetings of the Board of Directors or duly constituted committee of Directors. The approval of the members is, accordingly, sought for payment of sitting fees as aforesaid and to empower the Board of Directors to determine/vary from time to time, the amount of sitting fees payable to non-executive Directors within such maximum permissible limit as may be prescribed under law, from time to time.

Except Shri. Bimalchand Godha, Shri Pradeep Godha and Shri Anurag Godha, all other Directors, are interested in the said resolution pertaining to sitting fees payable to each of them. Shri. Rajendra Shah and Shri. Apurva Shah are deemed to be interested in the resolution to the extent pertaining to sitting fees payable to each of them as they are related.

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

"RESOLVED THAT subject to the provisions of the Companies Act, 1956, Securities Contracts (Regulation) Act, 1956 and the rules framed there under, Listing Agreement, Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereafter) and all other applicable laws, rules, regulations and guidelines and subject to all such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) consent is hereby accorded to the Board to delist the Equity Shares of the Company from The Stock Exchange,

32nd ANNUAL REPORT 2004-2005

Mumbai and further to do all such acts, deeds and things including execution of documents as may be necessary for this purpose."

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956

Pursuant to approval of the members given at the last annual General Meeting and due compliance of the applicable SEBI Guidelines in this regard, the equity shares of the Company were voluntarily delisted from the Stock Exchange, Ahmedabad w.e.f. 15.10.2004 and The Delhi Stock Exchange Association Limited w.e.f. 13.10.2004. Presently, the Equity Shares of the Company are listed only on the Stock Exchanges at Mumbai. The volume of trade in the equity Shares of the Company is very small and infrequent. Further, the promoters of the Company are holding 93.19 % shares upon open offers made by them in due compliance of the applicable SEBI Takeover Regulations in this regard with a view to delist the shares of the company from all the stock exchanges where the shares of the Company were listed for trading.

Members of the Company had earlier given their consent for voluntary delisting from the Stock Exchange, Mumbai by passing special resolution at the last Annual General Meeting

held on 3rd August, 2004. Recently, the SEBI Chairman had mentioned that SEBI would be announcing new delisting norms with in next six months to make delisting of small companies easier which is likely by December, 2005 only. It is thus considered appropriate to obtain fresh consent to delist shares of the Company from the Stock Exchange, Mumbai as per the draft special resolution set out in the Notice.

The proposed delisting shall be subject to the applicable laws, regulations and/or norms prescribed by appropriate authorities/bodies for voluntary delisting of shares. The delisting will take effect after all approvals/sanctions are received.

Your Directors commend the above resolution for your approval.

None of the Directors is, in any way, concerned or interested in the proposed resolution save and except as members/promoters of the Company.

Registered Office:

G-37, Gem & Jewellery Complex,
Building No.III, SEEPZ,
Andheri(East),
Mumbai 400 096.

Dated 24th June, 2005

BY ORDER OF THE BOARD

Sd/-

BIMALCHAND GODHA
CHAIRMAN

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL) INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Share Transfer Books and the Register of Members of the Company shall be closed from Wednesday, 17th August, 2005 to Monday, 22nd August, 2005 (both days inclusive).
3. The members are requested to note :
 - (i) Registrar and Share Transfer Agents : M/s. Bigshare Services Private Limited at E-2 & 3, Ansa Industrial Estate, Sakinaka, Andheri(E), Mumbai 400 072, are Share Transfer Agents of the Company and the members are requested to send/address all their shares related matters/correspondence directly to them.
 - (ii) Shares of the Company are traded compulsorily in dematerialized form for all investors. Shareholders are requested to open an account with Depository Participants, if not done so far.
 - (iii) Section 109A of the Companies Act, 1956 provides for Nomination by the shareholders of the Company in the prescribed Form No. 2B (which will be made available on request). Shareholders are requested to avail this facility.
 - (iv) Members desirous of obtaining any information or clarification concerning the accounts or intending to raise any query are requested to forward the same at least 10 days before the date of the meeting to the Company at the Registered Office, so that the same may be attended to appropriately to the extent possible.

SHANTIVIJAY JEWELS LIMITED

4. Brief resumes of Directors seeking re-election /re-appointment are as under:

Name of the Director	Shri. Apurva R. Shah	Shri. Shambhukumar Kasliwal
Age	35 years	74 years
Date of Appointment	26.07.2002	25.04.2003
Qualification	Chartered Accountant, Cost and Works Accountant and a graduate from the London School of Economics and Political Sciences with a distinction in International Accounting and Finance. He was a rank holder in the Chartered Accountancy Examinations with an award for the highest distinction in Financial Accounting and in Direct Tax Laws.	Industrialist and Founder Director of S Kumar Group of Companies.
Expertise in specific functional areas	He is a partner in well known firm of Chartered Accountants - Rajendra & Co. He has over the years developed expertise in areas such as Direct Taxation, Foreign Exchange Management Law, Financial Management and Business Restructuring and in Accounting.	He is actively involved in groups' main business i.e. textiles. He is active member and President of Rotary Club of South Mumbai. He has also been making contributions to various religious and educational institutions.
Chairmanship/ Directorship held in other public companies	Director in : Asian Star Company Ltd . Rightangles.com India Ltd. Steelcast Ltd. G Jewelcraft Ltd.	Director in : S Kumars Nationwide Ltd. Shree Ram Mills Ltd. Shree Maheshwar Hydel Power Corporation Ltd . S Kumars Ltd. S Kumar Enterprises (Synfab) Ltd.
Membership held in Committees of such Boards of other public companies	Member in : Audit Committee and Shareholders Grievances Committee of Asian Star Company Ltd Audit Committee and Remuneration Committee (Alternate Chairman) of Steelcast Ltd.	Nil

32nd ANNUAL REPORT 2004-2005**DIRECTORS' REPORT**

TO THE MEMBERS OF
SHANTIVIJAY JEWELS LIMITED

Your Directors present their 32nd Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2005

FINANCIAL RESULTS

	(Rs. in Lakhs)	
	2004 - 2005	2003 - 2004
Sales & Operating Income	4881.87	4348.01
Other Incomes	38.49	6.51
Total Income	4920.36	4354.52
Less:		
Operating costs	4708.07	4120.59
Interest	29.62	9.36
Depreciation	55.49	46.05
Operating Profit	127.18	178.52
Provisions for Taxation	8.99	0.05
Deferred Tax Liability/(Assets)	3.02	1.77
Net Profit /(Loss)	115.17	176.70
Balance brought forward	167.96	93.60
	283.12	270.30
Appropriations :		
Transferred to General Reserve	Nil	17.67
Interim Dividend	Nil	75.05
Tax on Dividend	Nil	9.62
Profit & Loss Account Balance		
Carried to balance Sheet	283.12	167.96

DIVIDEND

With a view to conserve resources, no dividend is recommended for the year ended 31st March, 2005.

OPERATIONS

During the year under review, Sales have increased to Rs.4881.87 lakhs from Rs.4348.01 lakhs in the previous year. The Company has earned net profit of Rs. 115.17 lakhs against Rs. 176.70 lakhs in the previous year. Profits have been lower mainly due to increased cost of diamonds and other raw materials and loss on account of exchange rate fluctuations. The Company has been making constant efforts to increase volumes by participating in exhibitions and exploring new export markets.

The Company has received demand notice from the Income Tax Department in respect of previous years taxing profit arising from exchange rate difference and not allowing the same as export income. The Company has filed necessary appeals against the said demand notice.

SUBSIDIARY COMPANIES

As required under Section 212 of the Companies Act, 1956, the audited statements of accounts of Shantivijay International Limited, Mauritius and Shantivijay Impex FZCO, Dubai, U.A.E. along with the reports of the Board of Directors and Auditors'

Reports thereon for the financial year ended 31st March, 2005 are annexed.

DELISTING OF SHARES

During the year, the shares of the Company were voluntarily delisted from The Stock Exchange, Ahmedabad with effect from 15th October, 2004 and The Delhi Stock Exchange Association Limited with effect from 13th October, 2004 in due compliance of applicable SEBI Guidelines.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Shri. Apurva R. Shah and Shri. Shambhukumar Kasliwal retire by rotation and, being eligible, offer themselves for reappointment.

CORPORATE GOVERNANCE

Your Company has complied with the mandatory provisions of the Corporate Governance prescribed under the Listing Agreement with the Stock Exchanges. A separate Report on Corporate Governance compliance is included as a part of the Annual Report along with the Auditor's Certificate.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report prescribed under the Listing Agreement is included as a part of the Annual Report.

DISCLOSURE OF PARTICULARS

Particulars required under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy, research & development, technology absorption, foreign exchange earnings and outgo is given in the annexure to this Report.

There are no particulars to be disclosed under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended up to date.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, we hereby state :

- That in the preparation of the annual accounts for the Year ended March 31, 2005 the applicable accounting standards have been followed. There are no material departures from the applicable accounting standards;
- That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in

SHANTIVIJAY JEWELS LIMITED

accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- (iv) That the Directors had prepared the annual accounts on a going concern basis.

AUDITORS

B. F. Chordia & Co., Auditors of the Company retire at the ensuing Annual General Meeting and are eligible for reappointment. You are requested to appoint Auditors and fix their remuneration.

ACKNOWLEDGEMENT

The Directors would like to place on record their appreciation for the valuable co-operation extended to the Company by the employees of the Company, Government Departments, Bankers, Suppliers, Customers and Investors at large for their continuous support to the Company.

FOR AND ON BEHALF OF THE BOARD

Place : Mumbai
DATED : 24th June, 2005

Sd/-
BIMALCHAND GODHA
CHAIRMAN

ANNEXURE TO DIRECTORS' REPORT

Particulars required under the Companies (Disclosure of particular in the Report of Board of Directors) Rules, 1988.

A. Conservation of Energy

As the Company is not covered in the list of industries required to furnish details in the Form 'A' relating to conservation of energy, the same is not given.

B. Technology Absorption

Research and Development (R&D)

1. Specific areas in which (R&D) carried by the Company.
 - Manufacture of jewellery as per international standard.
 - Process Software development for avoiding human error.
 - Conceptual designs.
 - Improvement in process of gold/ platinum refining.
2. Benefits derived as a result of the above R&D.
 - Precision of manufacturing.
 - Improved quality of production.
 - Minimization of loss.
 - Achieved consistency in production quality.
 - Production with remarkable decrease in processing loss & better surface finish.
3. Future plan of action
 - Import of equipments, instruments etc. for further improvement in production as well as quality control.
4. Expenditure on R & D
 - Nil

2. Benefits derived as a result of the above e.g. product improvement, cost reduction product development, import substitution etc.

about improvements in the product for better yield, quality and cost effectiveness, etc.

- As a result of above, the following benefits are achieved :
- Cost Reduction.
- Achievement in precision & quality.
- Use of indigenous equipment as import substitute.
- The Company has not imported any technology.

C. Foreign Exchange Earnings and Outgo

	(Rs. in Lakhs)	
	2004-05	2003-04
Foreign Exchange earned	4809.58	4288.87
Foreign Exchange used :		
CIF value of Imports :		
-Raw materials	201.66	166.44
-Stores & consumable	24.62	25.19
-Fixed assets including spares	2.30	NIL
-Finished Goods	91.08	88.84
Expenditure in foreign currency :		
-Travelling expenses	10.45	9.47
-Exhibition expenses	15.92	7.70
-Bank Charges	5.36	2.99
-Membership & Subscription	0.08	0.14
-Staff Training expenses	19.31	13.38
	370.78	314.15

Technology Absorption, Adaptation and Innovation

1. Efforts, in brief, made towards technology absorption, adoption and innovation
 - The Company keeps itself abreast of the technical developments and innovation in Company's line of products world wide and tries to bring

FOR AND ON BEHALF OF THE BOARD

Place : Mumbai
Dated : 24th June, 2005

Sd/-
BIMALCHAND GODHA
CHAIRMAN

32nd ANNUAL REPORT 2004-2005**ANNEXURE TO DIRECTORS' REPORT
REPORT ON CORPORATE GOVERNANCE**

Your Company has complied in all material respects with the Corporate Governance Code as per Clause 49 of the Listing Agreement with the Stock Exchanges. A Report on the Corporate Governance compliance is furnished below :

(1) Company's Philosophy on Corporate Governance

Good Corporate Governance helps enhancement of long term shareholder value and interest of other stakeholders. This is achieved through increased awareness for responsibility, transparency and professionalism and focus on effective control and management of the organization. The Board of Directors of the Company is committed to the consistent adherence to the corporate governance code and constant review of the Board processes, practices and the Management systems to maintain a greater degree of responsibility and accountability.

Mandatory Requirements :**(2) Board of Directors**

The constitution of the Board and other relevant details are given below :

The Board presently consists of 8 Directors, out of which 5(five) Directors are non-executive and 4(four) Directors are independent Directors. The Composition of the Board of Directors of the Company thus meets the stipulated requirements. Except Managing Director, the other Directors retire by rotation.

Other details are given in the table below.

Directors' Remuneration paid during 2004-05:

The Remuneration payable to the Directors is considered and approved by the Remuneration Committee constituted in accordance with the Corporate Governance Code and the provisions of the Companies Act, 1956, having due regard to the relevant factors.

(Figures in Rs.)

Name of Director(s)	Sitting Fees	Salary	Allowances	Total
Shri. Bimalchand G. Godha	Nil	108000	156406	1236406
Shri. Shambhukumar Kasliwal	20000	Nil	Nil	20000
Shri Rajendra J. Shah	25000	Nil	Nil	25000
Shri Pradeep B. Godha	Nil	960000	156405	1142805
Shri Anurag B. Godha	Nil	960000	109839	1096239
Shri Apurva R. Shah	35000	Nil	Nil	35000
Shri. Jayant B. Shah	35000	Nil	Nil	35000
Mr. Jeffrey K. Stern	Nil	Nil	Nil	Nil

(3) Audit Committee

Terms of Reference : As per the guidelines set out in the listing agreements that, inter alia, include overseeing financial reporting processes, reviewing with the management the financial statements, accounting policies and practices, adequacy of internal control systems, adequacy of internal audit function and discussion with internal auditors on any significant findings, financial and risk management policies.

Name of Director(s)	Executive/ Non-Executive/ Independent	No. of other directorship *	No. of Committee membership in all companies	No. of Board Meetings attended	Attendance at last AGM
Shri. Bimalchand G. Godha	Chairman & Managing Director	Nil	1	4	Yes
Shri. Shambhukumar Kasliwal	Independent	4	1	3	No
Shri Rajendra J. Shah	Independent	4	7(Chairman-4)	2	Yes
Shri Pradeep B. Godha	Whole-time Director	Nil	1	4	Yes
Shri Anurag B. Godha	Whole-time Director	Nil	1	4	Yes
Shri Apurva R. Shah	Independent	3	6 (Alternate Chairman - 1)	3	No
Shri. Jayant B. Shah	Independent	1	2	3	No
Mr. Jeffrey K. Stern	Non-Executive	Nil	Nil	Nil	No

* This excludes directorships held in private limited and overseas companies.

** **Board meetings :** During the year 2004-05, four meetings were held on 30.06.2004, 27.07.2004, 29.10.2004 and 24.01.2005. The last Annual General Meeting (AGM) was held on 03.08.2004.

SHANTIVIJAY JEWELS LIMITED

Meetings : During the year 2004-05, four Audit Committee meetings were held on 30.06.2004, 27.07.2004, 29.10.2004 and 24.01.2005.

The composition of the Audit Committee and other relevant details are given below :

Name of Director	Category	Profession	No. of meetings attended
Shri. R. J. Shah, Chairman	Independent	Chartered Accountant	2
Shri. B. C. Godha	Executive	Industrialist	4
Shri. Apurva Shah	Independent	Chartered Accountant	3
Shri. J. B. Shah	Independent	Business	4

(4) Shareholders Grievance Committee

Terms of Reference : The Committee had been formed to review/redress investor complaints/grievances. The committee shall also review the performance of the Registrar & Share Transfer Agent and also to direct measures for improvements in investor services.

Meetings : During the year 2004-05, four Committee meetings were held on 30.06.2004, 27.07.2004, 29.10.2004 and 24.01.2005.

The composition of the Shareholders' Grievance Committee and other relevant details are given below :

Name of Director	Category	No. of meetings attended
Shri. R. J. Shah	Chairman, Independent	0
Shri. Pradeep Godha	Wholetime Director	4
Shri. Anurag Godha	Wholetime Director	4

Shareholders' complaints : Complaints received and resolved during the year were 9. No complaints were pending at the end of year.

Number of pending share transfers as on 31.03.2005 was NIL. No request for dematerialisation was pending for approval as on 31.03.2005.

Shri Bimalchand Godha, Chairman and Managing Director is the Compliance Officer of the Company.

(5) General Shareholders Information

1. 32nd Annual General Meeting - Day, Date, Time and Venue

Day	Date	Time	Venue
Monday	22.08.2005	10.00 a.m.	G-37, Gems & Jewellery Complex, Building No. 3, SEEPZ, Andheri (East), Mumbai - 400 096

2. Financial Calendar

Financial Year	1st April to 31st March
Adoption of Quarterly Results for the quarter ending : June, 2004 September, 2004 December, 2004 March, 2005	3rd or 4th week of July, 2005 October, 2005 January, 2005 June, 2006
Dates of Book Closure (Both days inclusive)	17.08.2005 to 22.08.2005
Dividend Payment Date	Not Applicable as no dividend is recommended.

3. Means of Communication

The quarterly results were published in Free Press Journal (English Newspaper) and Navshakti (Marathi Newspaper). Half yearly financial results published under Clause 41 of the Listing Agreement were sent to all the shareholders at their registered addresses.

These results, official news releases are available on the website of the Stock Exchange, Mumbai (www.bseindia.com) and the website of Securities and Exchange Board of India (SEBI) on (www.sebidifar.nic.in)

4. Listing on Stock Exchanges: The Stock Exchange, Mumbai
Stock Code : 530989

During the year, the shares of the Company were voluntarily delisted from The Stock Exchange, Ahmedabad w.e.f. 15.10.2004 and The Delhi Stock Exchange Association Limited w.e.f. 13.10.2004 in due compliance of applicable SEBI Delisting Guidelines.

Liquidity of Shares: The Equity Shares of the Company are included under B2 category at The Stock Exchange, Mumbai. Equity Shares of the Company are very not actively traded.

Listing fees : The Company has paid the annual listing fees to each of the exchanges where the shares of the Company are/were listed.

Compliances : The Company has complied with the requirements of Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the said authorities.

Dematerialisation status : Equity Shares of the Company are traded compulsorily in dematerialized form for all investors. Shareholders are requested to open an account with Depository Participants, if not done so far. Dematerialisation of Shares.

32nd ANNUAL REPORT 2004-2005

Security Code No. with NSDL and CDSL is - ISIN INE 656D01015. As on 31st March, 2005, 97385 Equity Shares representing 3.24 % of the Paid-up Share Capital of the Company stands dematerialised.

5. Share Transfer Agents : M/s Bigshare Services
Private Limited
E-2 & 3, Ansa Industrial Estate,
Sakinaka, Andheri(E),
Mumbai 400 072

The shareholders are requested to address their communications/suggestions/grievances/queries to the Share Transfer Agents at above address.

6. Compliance Officer : Shri. Bimalchand Godha,
Chairman & Managing Director
G-37, Gem & Jewellery Complex,
Building No. III, SEEPZ,
Andheri (East), Mumbai 400 096
Tel.: 28292749 /28290006
E-mail : shanti@bom3.vsnl.net.in

7. Share Transfer System :

To expedite the transfer process in the physical segment, authority has been delegated to the Share Transfer Committee, which comprises of Shri. Bimalchand Godha, Shri. Pradeep Godha and Shri. Anurga Godha. Committee meets every fortnightly for approval of the transfer request, if any.

Reports on Share Transfer/transmission are placed before the Shareholders' Grievances Committee and the Board from time to time.

Confirmation in respect of the request for dematerialisation of shares is sent to the respective depositories, i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within seven days.

8. Market Price Data:

Month	Bombay Stock Exchange			BSE SENSEX	
	High (Rs.)	Low (Rs.)	Volume	High	Low
April 2004	28.40	28.40	25	5979.25	5599.12
May 2004	51.00	31.00	210	5772.64	4227.50
June 2004	52.00	35.30	7	5012.52	4613.94
July 2004	48.90	31.80	71	5200.85	4723.04
August 2004	55.85	44.35	663	5269.22	5022.29
September 2004	46.00	30.00	9060	5638.79	5178.57
October 2004	45.35	35.30	10895	5803.82	5558.14
November 2004	53.20	37.35	5069	6248.43	5649.03
December 2004	54.45	38.30	6954	6617.15	6176.09
January 2005	53.00	40.70	876	6696.31	6069.33
February 2005	47.80	39.55	2643	6721.08	6508.33
March 2005	48.85	33.00	2650	6954.86	6321.31

Equity Shares of the Company were not actively traded on the Stock Exchanges at Ahmedabad and Delhi and were voluntarily delisted from the said Exchanges from mid-October, 2004.

9. Shareholding Pattern as on 31.03.2005

Category	No. of Shares	%
Promoters - Indian	2798172	93.21
Bodies Corporate	7281	0.24
NRIs/OCBs	1310	0.04
Banks, Financial Institutions	4700	0.16
Mutual Funds	Nil	Nil
Public	130937	4.36
Foreign Concern	59600	1.99
Total	3002000	100.00

Distribution of Shareholding as on 31.03.2005

No. of Shares	Shareholders		Shares	
	Number	%	Number	%
1-500	252	72.41	43949	1.47
501-1000	25	7.18	18740	0.62
1001-2000	12	3.45	17824	0.59
2001-3000	4	1.15	11500	0.38
3001-4000	9	2.59	30900	1.03
4001-5000	2	0.58	9700	0.32
5001-10000	7	2.01	52380	1.75
10001-99999999	37	10.63	2817007	93.84
TOTAL	348	100.00	3002000	100.00

10. Registered Office and Plant location : G-37, Gems & Jewellery Complex, Building No. III, SEEPZ, Andheri (East), Mumbai - 400 096.

11. General Body Meetings

The last three Annual General Meetings were held at G-37, Gems & Jewellery Complex, Building No. 3, SEEPZ, Andheri (East), Mumbai - 400 096 as per details given below :

Year	Day	Date	Time
2002	Friday	30.08.2002	10.00 a.m.
2003	Tuesday	30.09.2003	10.00 a.m.
2004	Tuesday	03.08.2004	10.00 a.m.

No Resolution was put through postal ballot last year nor is it proposed to put any resolution to vote through postal ballot.

12. Related Party Transactions disclosure :

Disclosure of transactions with any related parties i.e. Promoters, Directors, Relatives, Subsidiary, or Management have been made in the Balance Sheet in Schedule N - Notes to Accounts at Para B - Note No. 5.

13. Non-Mandatory Requirements

Remuneration Committee

The Remuneration Committee comprises of Shri. R. J. Shah (Chairman of the Committee), Shri. Shambhukumar Kasliwal, Shri. Apurva Shah and Shri. Jayant Shah all of which are independent Directors . One Remuneration meeting was held on 30.06.2004 which was attended by 3 members all being independent Directors.. Terms of Reference of this Committee include mandate to review and recommend/approve remuneration payable to the Managerial Personnel.