



# **Sovereign**

Diamonds Ltd

**37<sup>th</sup>**  
**Annual Report**  
**2010 - 2011**

**37<sup>TH</sup> ANNUAL REPORT  
2010- 2011**

**Sovereign Diamonds Limited**

**BOARD OF DIRECTORS**

Mr. Ramesh H. Gehani	:	Executive Chairman
Mr. Ajay R. Gehani	:	Managing Director
Mr. Mohanram Pai	:	Director
*Mr. Vijay G. Kalantri	:	Director
**Mr. Rajesh Arora	:	Director

\*Resigned w.e.f. 13<sup>th</sup> August, 2011

\*\*Appointed w.e.f. 13<sup>th</sup> August, 2011

**BANKERS**

Corporation Bank

**STATUTORY AUDITORS**

M/s. J. D. Zatakia & Co.  
306, Rupa Plaza, Jawahar Road,  
Ghatkopar (E), Mumbai- 400077.

**REGISTERED OFFICE**

Sovereign House,  
11-A, Mahal Industrial Estate,  
Mahakali Caves Road, Andheri (East)  
Mumbai: 400 093

**Ph No: 022 66923871**

**Fax No: 022 66923880**

**REGISTRAR & TRANSFER AGENTS**

M/s. Universal Capital Securities Private Limited  
**Address:** 21, Shakil Niwas, Opp. Satya Saibaba Temple,  
Mahakali Caves Road, Mumbai – 400 093.

**Tel. No.** 28 20 72 03 / 04 / 05

**Fax No.** 28 20 72 07

**As a measure of economy the shareholders attending the Annual General Meeting are requested to bring alongwith them this copy of the Annual Report.**

## **NOTICE**

**NOTICE** is hereby given that the Thirty-Seventh Annual General Meeting of the Members of SOVEREIGN DIAMONDS LIMITED will be held on Friday, 30<sup>th</sup> September, 2011 at 4.00 P.M. at Embassy Rooms, 6<sup>th</sup> Floor, Hotel Tunga Paradise, Central Road, MIDC, Andheri (East), Mumbai: 400 093 to transact the following business:

### **ORDINARY BUSINESS**

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2011, Audited Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
- 2) To appoint a Director in place of Mr. Mohanram Pai, who retires by rotation and being eligible offers himself for re-appointment.
- 3) To re-appoint Statutory Auditors of the Company and to fix their remuneration.

### **SPECIAL BUSINESS**

- 4) To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rajesh Arora, who was appointed as an Additional Director under Article 116 of the Articles of Association of the Company and who by virtue of Section 260 of the Companies Act, 1956 (the Act) holds office upto the date of this Annual General Meeting, being eligible, offers himself for re-appointment and in respect of whom the Company has received Notice in writing under Section 257 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

**By Order of the Board of Directors  
FOR SOVEREIGN DIAMONDS LIMITED**

sd/-  
**AJAY R. GEHANI  
MANAGING DIRECTOR**

**Place: Mumbai**

**Date: 30<sup>th</sup> August, 2011**

### **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 AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM IS ENCLOSED ALONG WITH THIS NOTICE.
2. The Proxy Form, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

3. Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 has been attached as an annexure to the notice.
4. For the convenience of the shareholders, Attendance Slip is annexed to this notice. Shareholders/Proxy Holders are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue.
5. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, 27<sup>th</sup> September, 2011 to Friday, 30<sup>th</sup> September, 2011 (both the days inclusive).
6. Corporate Members intending to send their authorized representatives at the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members who hold shares in dematerialized form may kindly note that their Bank Account details, as furnished by their depositories to the company, will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for deletion of or change in such Bank Account details. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic form. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
9. Members are requested to immediately notify any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Secretarial department at the Registered Office of the company or to the Registrar and Transfer Agents in respect of their holding in physical form.
10. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report.
11. All the shareholders are requested to register their E-Mail id with the Universal Capital Securities Private Limited for the purpose of service of documents under Section 53 of the Companies Act, 1956 by E-mode instead of under posting certificate (UPC) in view of Circular No. 17/95/2011 CL-V.

**ANNEXURE TO NOTICE**

**EXPLANATORY STATEMENT**

(Pursuant to Section 173(2) of the Companies Act, 1956)

**Item No 4**

Mr. Rajesh Arora was appointed as an Additional Director, under Article 116 of the Articles of Association of the Company on 13th August, 2011 pursuant to Section 260 of the Companies Act, 1956 and he holds the office up to the date of this Annual General Meeting. The Company has received a notice under Section 257 of the Companies Act, 1956, along with deposit from the member signifying his intention to propose the appointment of Mr. Rajesh Arora as Director of the Company, liable to retire by rotation. The Board of Directors recommends the resolution for approval of shareholders at the ensuing Annual General Meeting.

Mr. Rajesh Arora, is interested in the resolution since it relates to his own appointment.

**By Order of the Board of Directors  
FOR SOVEREIGN DIAMONDS LIMITED**

sd/-  
**AJAY R. GEHANI  
MANAGING DIRECTOR**

**Place: Mumbai**

**Date: 30<sup>th</sup> August, 2011**

## DIRECTORS' REPORT

To  
The Members,

The Directors present their Thirty-Seventh Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2011

### A. FINANCIAL RESULTS

	(Rs. in Lakhs)	
	Year Ended 31 <sup>st</sup> March, 2011	Year Ended 31 <sup>st</sup> March, 2010
Income from Operations	1950.14	1215.22
Other Income	4.34	2.22
<b>Total Income</b>	<b>1954.48</b>	<b>1217.44</b>
Expenditure	1836.23	1137.64
Interest	56.64	45.83
Depreciation	28.89	31.67
<b>Total Expenditure</b>	<b>1921.76</b>	<b>1215.14</b>
<b>Profit(+) Loss(-)</b>	<b>32.72</b>	<b>2.29</b>
Provision for Taxation	15.00	3.00
Add / Less : Deferred Tax	1.55	2.95
<b>Net profit after tax</b>	<b>19.27</b>	<b>2.24</b>
Less : Transfer to General Reserve	--	--
Add : Prior Year Income Tax	1.71	--
Balance brought forward from last year	60.93	58.69
Balance carried forward to the Balance Sheet	81.91	60.93

### B. DIVIDEND

Your Directors do not recommend any dividend for the year as the profits earned need to be ploughed back into the operations of the company.

### C. WORKING OF THE COMPANY

During the year the company has achieved turnover of Rs. 1950.14 lacs as against Rs. 1215.22 lacs in the previous year. The increase in turnover is due to fluctuation in Dollar rate. The Company is entering into the Indian Jewellery Retail Market and supplying to big jewellery stores in Metro cities. This will results in higher turnover for the Company.

### D. DIRECTORS

Mr. Mohanram Pai, Director retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Mr. Rajesh Arora has been appointed as an Additional Director under Article 116 of the Articles of Association of the Company on 13-08-2011 and he holds the office upto the date of this Annual General Meeting. The Company has received a notice from a shareholder in writing signifying his intention to appoint him as Director of the Company. The term of his office is liable to retire by rotation.

Mr. Vijay Kalantri has resigned as Director of the Company w.e.f. 13-08-2011. The Board recorded its appreciation for the valuable contribution made by him during his tenure as Director

**E. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO**

The disclosures in terms of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, **(Referred to as the rules)** are as follows:

**A. Conservation of Energy:**

**The activity of the Company does not require large scale consumption of energy.** Hence, the Company has not taken any energy conservation measures. There are no additional investments and proposals, for reduction of consumption of energy. The Company does not fall within the category of list of industries mentioned in Schedule forming part of the rules. Hence, no disclosures are required to be given in Form A as annexed to the rules.

**B. Technology Absorption:**

The Company carries out general Research and Development in the manufacture of Jewellery as per international standards, in developing new range of products, manufacturing process etc. The disclosures required to be given in Form B as annexed to the rules are as follows:

**Form for Disclosure of Particulars with respect to absorption Research & Development (R & D):**

Specific Areas in which R & D carried out by the Company.	Manufacture of Jewellery
Benefits derived as a result of the above R & D.	Helped in better quality output, with improved productivity.
Future Plan of Action	Development of new designs in Jewellery.
Expenditure on R & D:	The Company carries out the R & D work in-house.
(a) Capital	Nil
(b) Recurring	Nil
(c) Total	Nil
(d) Total R & D expenditure as a percentage of Total Turnover	Nil

**Technology absorption, adaptation and innovation**

Efforts, in brief, made towards technology absorption, adaptation & innovation	We use the latest laser technology and all automatic casting machines in order to achieve a very high level of finish and setting quality. This combined with mirror polish in our jewellery makes it one of the finest collection in the country
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Benefits derived as a result of above efforts	Due to this finish we are able to work with the leading retailers and wholesalers in India and Europe and they have achieved tremendous success with our product line
Imported Technology	The Company has not imported any technology.

**C. Foreign Exchange Earning and Outgo:**

	2010-2011	Rs. In lakhs 2009-2010
Foreign Exchange Earnings/Outgo:		
Foreign Exchange Earned:	197.42	239.76
Foreign Exchange Outgo:	0.0	7.98
Travelling / Exhibition Charges	16.01	80.12

**F. FIXED DEPOSITS**

The Company has not accepted any deposit from the public.

**G. INFORMATION PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956.**

Information in accordance with the section 217(2A) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in report of Board of Directors) Rules, 1988 and forming parts of the Director's Report for the year ended 31<sup>st</sup> March, 2011 is not given as no employee is in receipt of remuneration in excess of Rs. 2,00,000/- p.m. or Rs. 24,00,000/- p.a.

**H. DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirement Under Section 217 (2AA) of the Companies Act, 1956 with respect to the Directors Responsibilities Statement, it is hereby confirmed;

- i) That in the preparation of the Annual Accounts for the financial year 31<sup>st</sup> March, 2011, the applicable accounting standards have been followed alongwith proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were 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 or loss of the Company for the year under review.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Accounts for the financial year ended 31<sup>st</sup> March, 2011 on a going concern basis.



**I. AUDITORS QUALIFICATION:**

The qualification in auditors report has been dealt in the notes forming part of accounts which is self explanatory

**J. LISTING OF SHARES**

The company's shares are listed on the Bombay Stock Exchange and the Company has paid the listing fees for the same.

**K. CORPORATE GOVERNANCE**

A separate section on Corporate Governance is included in the Annual Report and the Certificate from the Practising Company Secretary confirming the compliance of conditions on Corporate Governance as stipulated in revised Clause 49 of the Listing Agreement with the Stock Exchanges is annexed hereto.

**L. AUDITORS**

M/s. J. D. Zatakia & Co., Chartered Accountants retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate from them to the effect that their re-appointment, if made would be within the prescribed limits specified under Section 224(1B) of the Companies Act, 1956.

**By Order of the Board of Directors  
For SOVEREIGN DIAMONDS LIMITED**

sd/-	sd/-
<b>AJAY R. GEHANI</b>	<b>RAMESH GEHANI</b>
<b>MANAGING DIRECTOR</b>	<b>EXECUTIVE CHAIRMAN</b>

**Place: Mumbai**

**Date: 30<sup>th</sup> August, 2011**

**CORPORATE GOVERNANCE REPORT\* (under Clause 49 (VI) (i) of Listing Agreement)**

**\*(For The Financial Year 31<sup>st</sup> March, 2011)**

**I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company's philosophy on Corporate Governance is to strive for attaining the optimum level of transparency and accountability in all facets of its operations and all dealings with shareholders, employees, lenders, creditors, customers and the government. The Board of Directors by considering itself the trustee of its Shareholders aims at maximizing shareholders value and protecting interests of other stakeholders

**II. BOARD OF DIRECTORS**

**i) Composition and Category of Directors:**

The Board consists of 4 Directors, out of which 2 are Independent Directors. Composition of the Board and category of Directors are as follows:

<b>Name</b>	<b>Executive/ Non Executive</b>	<b>Promoter / Independent</b>	<b>Relationship with Directors</b>
Mr. Ramesh Gehani	Executive Chairman	Promoter	Father of Mr. Ajay Gehani
Mr. Ajay Gehani	Executive - Managing Director	Promoter	Son of Mr. Ramesh Gehani
*Mr. Vijay Kalantri	Non Executive	Independent	Not Related to any Director
Mr. Mohanram Pai	Non Executive	Independent	Not Related to any Director
#Mr. Rajesh Arora	Non Executive	Independent	Not Related to any Director

\*Resigned on 13<sup>th</sup> August, 2011.

#Appointed on 13<sup>th</sup> August, 2011.

**ii) Attendance of each Director at the Board Meeting and Last Annual General Meeting:**

<b>Date of Board Meetings</b>	<b>Ramesh Gehani</b>	<b>Ajay Gehani</b>	<b>*Vijay Kalantri</b>	<b>Mohanram Pai</b>
15 <sup>th</sup> May, 2010	Present	Absent	Present	Present
29 <sup>th</sup> July, 2010	Present	Present	Present	Present
13 <sup>th</sup> August, 2010	Present	Present	Present	Present
2 <sup>nd</sup> September, 2010	Present	Present	Absent	Absent
28 <sup>th</sup> October, 2010	Present	Present	Present	Present
6 <sup>th</sup> December, 2010	Present	Present	Absent	Absent
7 <sup>th</sup> February, 2011	Present	Present	Present	Present
Total Attendance (Out of 7 Meetings)	<b>7</b>	<b>6</b>	<b>5</b>	<b>5</b>
Attendance at Last AGM	<b>Present</b>	<b>Present</b>	<b>Absent</b>	<b>Absent</b>

\*Resigned on 13<sup>th</sup> August, 2011