

Registered Office:

312A, Kailas Plaza
Vallabh Baug Lane
Ghatkopar (East),
Mumbai 400077

Statutory Auditors:

N K Jalan & Co.
Chartered Accountants,
2-A Mayur Apartments,
Dadabhai Cross Road No.3,
Vile Parle (West)
Mumbai 400 056

Register and Transfer Agents:

Sharex Dynamic (India) Pvt. Ltd.

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BOARD OF DIRECTORS

1. Mr. Prashant Rupani- Chairman and Executive Director (Chief Financial Officer)
 2. Mr. Darshak Rupani – Managing Director
 3. Mr. Jitendra Mehta- Director (Compliance Officer)
 4. Mr. Rameshchandra Kothari – Independent Director (resigned on 05.09.2015)
 5. Mr. Chandresh R Jain- Independent Director
 6. Mrs. Jigna V Thakkar- Independent Director (Appointed as additional Director w.e.f : 05.09.2015)
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NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of White Diamond Industries Limited will be held on Wednesday, 30th September 2015, at 10.AM at Office No.312A, Kailas Plaza, Vallabhbaug lane, Ghatkopar (East), Mumbai-400077 to transact the following business:

ORDINARY BUSINESS

1. To adopt, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2015 and Balance sheet as at that date together with the Reports of the Board of Directors and Auditors thereon
2. To ratify appointment of M/s N.K Jalan & Chartered Accountants, as the Statutory Auditors of the Company for FY. 2015-16.
3. To re-appoint Mr. Prashant Rupani (DIN: 03138082) as a Director who is liable to retire by rotation at this Annual General Meeting.

SPECIAL BUSINESS

4. Appointment of Mrs. Jigna Thakkar (DIN: 07279163) as Non-Executive Independent Director

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

“RESOLVED THAT pursuant to section 149, 152 read with Schedule IV of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with the Companies(Appointment and Qualification of Directors)Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force), the Clause 49 of the Listing Agreement, Mrs. JignaThakkar (DIN: 07279163); who was appointed as an Additional Director with effect from 5th September, 2015 and in respect of whom the Company has received notice under Section 160(1) of the Companies Act, 2013 and declaration that she is not disqualified and is eligible to be appointed as an Independent Director of the Company, be and hereby appointed as the Independent Director of the Company for a term of 5 years commencing from 5th September 2015, and she shall not be liable to retire by rotation.”

RESOLVED FURTHER THAT any of the Directors be and hereby authorized to do all such acts, deeds, matters and things as may be necessary in this regard including filing of necessary e-forms with the Registrar of Companies and intimations to such other authorities as may be required.”

5. To ratify and approve the appointment of Mr. Darshak M. Rupani (DIN: 03121939) as the Managing Director of the Company

To consider and to pass without, modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to section 196, 197 and 203 of the Companies Act,2013) read with Schedule V of the Companies Act, 2013 and other applicable provisions if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being

in force) and pursuant to applicable clauses Articles of Association of the Company, the consent of the shareholders be and is hereby accorded to the appointment of Mr. Darshak M. Rupani (DIN: 03121939)

as a Managing Director of the company for a period of 3 years with effect from 14th November 2014 on following terms and conditions:

Salary:

Basic: Upto Rs. 4,20,000/-per annum

Other Perquisites and Allowances subject to maximum Rs. 40,000 per annum

Re-imbursement expenses subject to maximum of Rs. 1,00,000 per annum

a. The terms and conditions of appointment of Managing Director may be altered or varied from time to time by the Board as may consider deem and fit so as not to exceed the limits specified in Schedule V or the Companies Act 2013 or the statutory modification or re-enactments thereof.

b. Notwithstanding, where in any financial year during the currency of the tenure of the Managing Director, the Company has no Profits or if the profits are inadequate, it may continue to pay him remuneration, subject to Schedule V of the Companies Act 2013.

c. The Managing Director shall be entitled to leave as per the Rules of the Company. Leave accumulated and not availed at the time of leaving the services of the Company shall be allowed to be encashed. This will not be considered as a perquisite.

d. The Managing Director shall be liable to retire by rotation.

e. The appointment of Mr. Darshak M. Rupani as Managing Director shall be terminable by either party by a notice of two months, in writing.

f. Disputes between the Company and the Managing Director or their legal heirs or with the legal representatives may be settled by Arbitration under the Indian Arbitration Act 1940.

g. The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board or any Committee thereof

h. The Managing Director shall not become interested or otherwise concerned directly or in any selling agency of the Company except with the consent of the Company and in accordance with the provisions of the applicable laws in force.

RESOLVED FURTHER THAT any Director is hereby authorized to do all necessary acts, deeds and things required to give effect to the above resolution."

By Order of the Board

---Sd/---

Mr. Darshak Rupani
Managing Director
DIN: 03121939

Date : 5th September, 2015
Place: Mumbai

Notes:

- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- A Member entitled to attend and vote at the Annual General Meeting (the meeting) is entitled to appoint a proxy to attend and vote on poll, instead of himself / herself and a proxy need not be a Member of the Company.
- The proxy form should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before the commencement of the meeting.
- Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
- For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
- In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
- The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from, Tuesday, September 21st, 2015 to Friday, 1st October, 2015 (both days inclusive).
- The Ministry of Corporate Affairs (MCA), Government of India, had issued the following circulars in Green Initiative i.e. Circular Nos. 17/2011 and 18/2011, dated April 21st, 2011 and April 29th, 2011 respectively, allowing companies to send official documents to their Shareholders electronically as part of its Green Initiatives in Corporate Governance.

Recognizing the spirit of the circular issued by the MCA, we propose to send notices/ documents (i.e., physical Annual Report of the Company comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report etc.,) to the email address.

In this behalf, we are confident that you would appreciate the "Green Initiative" taken by MCA. We solicit your cooperation in helping the Company to implement the e-governance initiatives of the Government.

Shareholders who have not updated their email ID till date are requested to kindly update your email address with your depository participant for Demat holding of shares and with Sharex Dynamic Pvt Ltd for physical holding of shares in the following format:

Name of the member	Son of/ Daughter of/ Wife of	Client ID/ Ledger Folio No.	No. of Shares held	Pan No. (mandatory in case of Demat holders)	E-mail address

- The members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, saving in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- Nomination Facility**
The members holding the shares in physical form may obtain the Nomination Form from the Company's Registrar and Share Transfer Agent.
- Members are requested to notify immediately any change in their address :
 - to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - to Registrar and Share Transfer Agent of the Company in respect of their physical shares folios along with Bank particulars.
- Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the queries to the Company at least ten days prior to the Annual General Meeting so that the required information can be made available at the Meeting.
- E-Voting**

In compliance with the provision of Section 108 of the Act and the Rules framed thereunder and Clause 35B of the Listing Agreement the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited (CDSL), on all the resolutions set forth in the Notice.

The instructions for members for voting electronically are as under:-

1) In case of members receiving e-mail:

- I. Log on to the e-voting website www.evotingindia.com
- II. Click on "Shareholders" tab.
- III. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- IV. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.

- VI.** If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- VII.** If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- VIII.** After entering these details appropriately, click on "SUBMIT" tab.
- IX.** Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X.** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI.** Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XII.** On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII.** Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- XIV.** After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- XV.** Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- XVI.** You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- XVII.** If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

2) In case of members receiving the physical copy:

- A)** Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B)** The voting period begins on Sunday, 27th September, 2015 (9:00 a.m. IST) and ends on 29th September, 2015 (5:00 p.m. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C)** In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- i. The E – voting period commences on, Sunday, 27th September, 2015 (9:00 a.m. IST) and ends on 29th September, 2015 (5:00 p.m. IST).
- ii. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company.
- iii. Ms. Priti J Sheth of M/s Priti J Sheth & Associates, Praticing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e – voting process in a fair and transparent manner.

iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report on the votes cast in favour or against , if any forthwith to the Chairman of the Company.

v. The results on the resolutions shall be declared on or after the Annual General Meeting of the Company and the resolutions will be deemed to be passed on the AGM date subject to the receipt of the requisite number of votes in favour of the resolution.

vi. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL www.evotingindia.com within two days of the passing of the resolutions at the 25th AGM of the Company on Wednesday, September 30th, 2015 and communicated to BSE Limited where the shares of the company are listed.

Details of the Directors seeking Appointment/Reappointment at the Annual General Meeting as per Listing Agreement are as follows:-

Name	Mrs. JignaThakkar	Mr. Darshak Rupani	Mr. Prashant Rupani
Date of Birth	12/09/1981	17/12/1980	19/11/1976
Date of Appointment	05/09/2015	30/08/2011	23/08/2011
Brief Profile	She is a Commerce Graduate.	He is a post Graduate in Information Technology from Clarendon College, Sydney. He has worked in Diamond industry for about 6 years.	He is a graduate from Mumbai University aged about 34 years has worked in the business Process Outsourcing Industry for more than 12 years He is a consummate executive and entrepreneur
Qualification	Commerce Graduate	Graduate in Information Technology from Clarendon College, Sydney.	Commerce Graduate
Directorships held in other companies (excluding section 25 and foreign companies)	NIL	1. Sapna Infratech Private Limited 2. Sapna Infraventure Private Limited 3. Blueshell Systems Private Limited	1. Blueshell systems private limited 2 . Rhombus Technologies Private limited 3. sapna infratech private limited 4. Sapna Infraventure Private Limited
Memberships of committees across other companies (includes only Audit &Shareholders'/ Stakeholder Relationship Committee)	NIL	NIL	NIL
Shares held in the Company	NIL	871668	140000
Relationship between directors inter-se	NIL	Mr. Darshak Rupani is a brother of Mr. Prashant Rupani	Mr. Prashant Rupani is a brother of Mr. Darshak Rupani

By Order of the Board

Sd/---

Mr. Darshak Rupani
Managing Director
DIN: 03121939

Date : 5th September, 2015
Place: Mumbai