

# Annual Report 2020 - 2021



**GOLKUNDA**  
Diamonds & Jewellery Ltd.



# Vision

To be a world class manufacturer of jewellery offering the latest designs and impeccable quality and services to our customer.

To accomplish our objective in an environment of fairness, honesty, and respect towards our clients, employees, vendors, shareholders and all stakeholders at large.

# Mission

# Values

- Innovation
- Collaboration
- Trust
- Accountability
- Mutual Respect

# Embracing Changing Times

We are most trusted and well-known jewellery manufacturers in Middle East and USA, known for commercial manufacturing capabilities, creative library of designs and a long history of successfully serving our customers across diverse markets.

With a strong market position and a long track record, we are evolving with changing times in the jewellery business abroad. We are sharpening the basics, gradually improving our manufacturing capabilities and increasing our geographic diversity.

With International jewellery business having transformed by the world wide pandemic, we are moving along with the change by enhancing the appeal of our brands and finding new and innovative ways of reaching out to our ever-evolving International customers. We are also using digitisation as a platform to further shape our brand identity.

## Our Corporate Identity

With a strong legacy of more than 50 years built on trust, we design, manufacture and sell exquisite diamond jewellery. We have successfully built on this decades-old legacy of enthralling customers with stunning and inspiring designs and have transformed into a modern and innovative brand. Our unique combinations of aesthetically designed collections encompass the aspiration and preference of different generations for all occasions.

## What makes us stand out :

- ▶ Backed by our strong production capabilities, exclusive designs, innovative offerings
- ▶ Focused on creating value chain of supplies
- ▶ Appreciated for our originality and exquisite detailing
- ▶ Widening reach and a committed team





# Revenue Growth

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To touch success,  
stretch yourself to  
the edge of your capacity.





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**GOLKUNDA DIAMONDS & JEWELLERY LIMITED**

Registered Office: G-30, Gems & Jewellery Complex - III, SEEPZ, Andheri (East), Mumbai - 400 096  
Email ID: admin@golkunda.com, Contact No.: 022-28290155 / 28290156

**BOARD OF DIRECTORS**

Mr. Kanti Kumar Dadha (DIN: 00283289)	Chairman & Managing Director
Mr. Karan Singh Baid (DIN: 00283224)	Whole Time Director
Mr. Arvind Dadha (DIN: 00317631)	Whole Time Director
Mr. B. K. Ashok (DIN: 00922780)	Independent Director (upto: 21.06.2021)
Mrs. Rajani Poddar (DIN: 07224114)	Independent Director
Mr. Vinod Kankariya (DIN: 06886764)	Independent Director
Mr. Shashi Ashok Bekal (DIN: 03066170)	Additional Independent Director(w.e.f.:21.06.2021)

**CHIEF FINANCIAL OFFICER**

Mr. Ashish Dadha	Chief Financial Officer
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**COMPANY SECRETARY**

Ms. Kopal Jain	Company Secretary
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**BANKER**

State Bank of India

**AUDITORS**

M/s. Motilal & Associates LLP (Formerly known as Motilal & Associates)  
Chartered Accountants, Mumbai

**WORKS**

G-30, Gems & Jewellery Complex - III,  
SEEPZ, Andheri (East), Mumbai - 400096

**REGISTRAR**

Link Intime India Pvt. Ltd.  
C 101, 247 Park, L B S Marg, Vikhroli west,  
Mumbai-400083 Tel.: 2249186270 / 2249186000  
Email : [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

**DEMATERIALIZATION OF SECURITIES**

ISIN-INE798D01015

**CORPORATE IDENTITY NUMBER:**

CIN: L36912MH1990PLC058729

**WEBSITE**

[www.golkunda.com](http://www.golkunda.com)



## NOTICE

**NOTICE** is hereby given that the 31st Annual General Meeting of the members of Golkunda Diamonds & Jewellery Limited ('the Company'), will be held on **Saturday, 14<sup>th</sup> August, 2021 at 3.00 P.M.** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following business:

### **ORDINARY BUSINESS:**

**1. Adoption of Annual Accounts:**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021 and Statement of Profit & Loss for the year ended on that date together with report of the Board of Directors and Auditors thereon.

**2. Declaration of dividend:**

To declare dividend on equity shares of the Company for the financial year ended 31<sup>st</sup> March, 2021.

**3. Re-appointment of Mr. Arvind Dadha (Holding DIN: 00317631), the retiring director:**

To appoint a Director in place of Mr. Arvind Dadha (Holding DIN: 00317631) who retires by rotation and being eligible offers himself for re-appointment.

### **SPECIAL BUSINESS:**

**4. Re-Appointment of Mrs. Rajani Poddar(DIN: 07224114) as an Independent Director**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, Mrs. Rajani Poddar (DIN: 07224114), whose term as an Independent Director of the Company expires on August 11, 2021 and who has consented to act as an Independent Director of the Company and who has submitted her declarations that she meets the criteria of independence as specified for Independent Director under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose her candidature for the office of the Director of Company, be and is hereby re-appointed as an Independent Director of the Company for a second consecutive term of 5 years viz. August 12, 2021 to August 11, 2026 and she will not be liable to retire by rotation.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**5. Appointment of Mr. Shashi Ashok Bekal (DIN: 03066170) as an Independent Director**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Shashi Ashok Bekal (DIN: 03066170) who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from June 21, 2021 post recommendation by the Nomination and Remuneration Committee of the company and who holds office upto the date of this Annual General Meeting in terms of provisions of Section 161 of the Companies Act, 2013 ("the Act") and Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160 (1) of the Act from a shareholder proposing his candidature for the office of Director, be and is hereby regularized/appointed as a Director of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Act including Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') as amended from time to time, the appointment of Mr. Shashi Ashok Bekal (DIN: 03066170), a Non-Executive Director of the Company, who has consented to act as an Independent Director of the Company and has submitted a declaration under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that he meets the criteria for independence under the Act and Listing Regulations and is eligible for appointment as an Independent Director of the Company and in respect of whom a notice in writing pursuant to Section 160 (1) of the Companies Act, 2013 has been received from a member signifying his intention to propose his candidature for the office of the Director of Company, be and is hereby appointed as an Independent Director of the Company for a consecutive term of 5 years viz. June 21, 2021 to June 20, 2026, not liable to retire by rotation.



**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**6. Change in designation of Mr. KantikumarDadha (DIN: 00283289) from Chairman and Managing Director to Chairman and Whole-time Director:**

To consider and if thought fit, to pass, the following resolution as a SpecialResolution:

**"RESOLVED THAT** in partial modification of the earlier resolution approved by the shareholders in Annual General Meeting held on 12<sup>th</sup> September, 2020, considering recommendation made by the Board and the provisions of the section 196, 197, 198 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, Mr. KantikumarDadha (DIN: 00283289), who was appointed as Chairman and Managing Director of the company for a period of three years from 01<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2023, be and is hereby re-designated as Chairman and Whole-Time Director of the Company, effective from the close of the business hours on 21<sup>st</sup> day of June, 2021.

**FURTHER RESOLVED THAT** except for the aforesaid change in designation, all other terms and conditions of his appointment/employment with the company, as approved by the shareholders in Annual General Meeting held on 12<sup>th</sup> September, 2020, shall remain intact and prevail for all purposes."

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**7. Change in designation of Mr. Arvind Dadha (DIN: 00317631) from WholeTime Director to Managing Director:**

To consider and if thought fit, to pass, the following resolution as a SpecialResolution:

**"RESOLVED THAT** in partial modification of the earlier resolution approved by the shareholders in Annual General Meeting held on 12<sup>th</sup> September, 2020, considering recommendation made by the Board and the provisions of the section 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 and other applicable provisions, if any, Mr. Arvind Dadha (DIN: 00317631), who was appointed as Whole Time Director for a period of three years from 01<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2023, be and is hereby re-designated as Managing Director of the Company, effective from the close of the business hours on 21<sup>st</sup> day of June, 2021.

**FURTHER RESOLVED THAT** except for the aforesaid change in designation, all other terms and conditions of his appointment/employment with the company, as approved by the shareholders in Annual General Meeting held on 12<sup>th</sup> September, 2020, shall remain intact and prevail for all purposes."

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**REGISTERED OFFICE:**

G-30, Gems & Jewellery Complex-III,  
SEEPZ, Andheri (East),  
Mumbai - 400 096

By orders of the Board of Directors  
For **Golkunda Diamonds & Jewellery Limited**

Date: June 21, 2021

**KOPAL JAIN**  
COMPANY SECRETARY

**NOTES:**

1. In view of the continuing Covid-19 pandemic and social distancing norm, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11, Dated January 15, 2021 (referred to as "SEBI Circular") permitted the holding of the "AGM" through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Accordingly, in compliance with the provisions of the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. The Deemed Venue of the 31<sup>st</sup> AGM of the Company shall be its Registered Office.
3. As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business at Item No. 4 to 7 of the above Notice is annexed hereto.
5. The Company has engaged the services of National Securities Depository Limited (NSDL), to provide video conferencing facility and e-voting facility for the AGM.





6. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF/JPEG Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at [agarwalkala@gmail.com](mailto:agarwalkala@gmail.com) and copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) and [cs@golkunda.com](mailto:cs@golkunda.com). The scanned image of the above mentioned documents should be in the naming format "The Golkunda Diamonds & Jewellery Limited 31<sup>st</sup> AGM".
7. Register of Members and the Share transfer books of the Company will remain closed from Thursday the 12<sup>th</sup> August, 2021 to Saturday the 14<sup>th</sup> August, 2021 (both days inclusive) for the purpose of Annual General Meeting and for determining the name of members eligible for dividend on equity shares, if declared at AGM.
8. The Dividend, if declared, will be payable to those Equity Shareholders whose names stand on the Register of Members as at the close of business on Saturday, 14<sup>th</sup> August, 2021, and in respect of shares held in the electronic form, the dividend will be payable to the beneficial owners as at the close of business on 07<sup>th</sup> August, 2021 as per details furnished by the Depositories for this purpose.

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with Link Intime India Private Limited (in case of shares held in physical mode) and DPs (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [tds.golkunda@gmail.com](mailto:tds.golkunda@gmail.com) latest by Friday, 06<sup>th</sup> August, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents, i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an e-mail to [tds.golkunda@gmail.com](mailto:tds.golkunda@gmail.com) latest by Friday, 06<sup>th</sup> August, 2021.

9. Members who wish to claim dividends, which remain unclaimed, are requested to either correspond/coordinate with the Company Secretary at the Company's registered office or the Company's RTA for revalidation and encashment before the due dates for transferring those dividends to the Investor Education and Protection Fund Authority (IEPF Authority). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to IEPF Authority. In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to DEMAT account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.
10. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from the IEPF authority by submitting an online application in e-Form IEPF-5 available on <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a Financial Year as per the IEPF Rules.
10. SEBI Listing Regulations have mandated the Companies to credit the dividends electronically to the Members' Bank account. Members who hold shares in electronic / dematerialized form should inform their Depository Participant (DP) as well as to the Company and those Members holding shares in physical form should inform to the Company or its R&T Agent, their bank details viz. Bank Account Number, Name of the Bank and Branch details, IFSC Code and MICR Code to enable the Company to incorporate the same for dividend payments. Those Members who have earlier provided their bank details but if there is any change therein, they should also update the same instantly in the manner as aforesaid. The dividend warrant for those members who fail to update their bank details will be posted subject to the normal functioning of the postal services, considering the ongoing COVID-19 Pandemic situation.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to M/s. Link Intime India Private Limited, for doing the needful.
12. SEBI Regulations has mandated Companies to credit the dividends electronically to the Members' bank account. Members who hold shares in dematerialized form should inform their Depository Participant's (DP) as well as to the Company and such Members holding shares in physical form should inform the Company, their Bank details viz. Bank Account Number, Name of the Bank and Branch details and MICR Code. Those Members who have earlier provided the above information should update the details if required.
13. Members are requested to notify change in address, if any, immediately to M/s. Link Intime India Private Limited, quoting their folio numbers.
14. In terms of circulars issued by Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. Deletion of name, Transmission of shares and Transposition of shares. Shareholders are requested to furnish copy of PAN card for all the above mentioned transactions.
15. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, "Listing Regulations" in respect of the Director seeking appointment/re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their re-appointment.
16. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address as soon as possible. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details



furnished by the Shareholders / Depositories for depositing of dividends.

17. Members seeking any information with regard to Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which directors are interested under Section 189 of the Act, and relevant documents referred to in the accompanying Notice and in the Explanatory Statements are requested to write to the Company on or before Monday, 09<sup>th</sup> August, 2021, through email on [cs@golkunda.com](mailto:cs@golkunda.com). The same will be replied by the Company suitably.
18. The Members approved the appointment of M/s. Motilal & Associates LLP (Formerly known as Motilal & Associates), Chartered Accountants (FRN106584W) as Statutory Auditors of the Company, in their Annual General Meeting held on 28<sup>th</sup> September, 2019, to hold office from conclusion of 29<sup>th</sup> Annual General Meeting of the Company until the conclusion of its 34<sup>th</sup> Annual General Meeting to be held in year 2024. Since the requirement of ratification of appointment of Statutory Auditors every year by the Members of Company has been dispensed with w.e.f. May 7, 2018 vide Companies (Amendment) Act, 2017, no resolution is being proposed for ratification of appointment of Statutory Auditors at the AGM.

**ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT, USER ID & PASSWORD AND REGISTRATION OF EMAIL ID FOR E-VOTING:**

19. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website [www.golkunda.com](http://www.golkunda.com), website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
20. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [cs@golkunda.com](mailto:cs@golkunda.com) or to the RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Aadhaar, Driving License, Election Identity Card, Passport) in support of the address of the Member.
21. Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants. In case of any queries / difficulties in registering the e-mail address, Members may write to [cs@golkunda.com](mailto:cs@golkunda.com) or [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
22. Alternatively members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
23. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

24. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the "EVEN 116428" of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
25. For convenience of the Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes before the time scheduled for the AGM by following the procedure mentioned in the Notice and shall be kept open throughout the proceedings of AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
26. Members who need assistance before or during the AGM with use of technology can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or use Toll free no.: 1800 1020 990 / 1800 224 430
25. Members are encouraged to join the Meeting through Laptops for better experience. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
27. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



**PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:**

28. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@golkunda.com](mailto:cs@golkunda.com) from Saturday 07th August, 2021 (9:00 A.M. IST) to Tuesday, 10th August, 2021 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The queries should be precise and in brief to enable the Company to answer the same suitably depending on the availability of time at the meeting

Members may send their questions in advance mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [cs@golkunda.com](mailto:cs@golkunda.com) during aforesaid period. The same will be replied by the Company suitably

**HELPPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES REALTING TO LOGIN THROUGH DEPOSITORIES i.e. NSDL AND CDSL**

**29. Contact Details**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**VOTING THROUGH ELECTRONIC MEANS**

30. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), read with MCA Circulars and SEBI Circular, Company is providing facility of remote e-voting to its Members to cast their vote electronically, through the E-voting services provided by NSDL on all the resolutions set forth in this Notice. The facility of casting votes by a member using remote e-voting system as well as e-voting on the date of the AGM will be provided by NSDL.
31. The Company has appointed Ms. Kala Agarwal, (Membership No. 5976, COP No. 5356), Practising Company Secretary as the Scrutinizer to scrutinize the voting process in a fair and transparent manner.
32. The Members who have cast their vote by remote E-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsdl.com/>. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
33. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 07<sup>th</sup> August, 2021.
34. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. 7<sup>th</sup> August, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](https://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 7<sup>th</sup> August, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
35. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the E-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.
36. In case of any queries relating to E-voting you may refer to the FAQs for Shareholders and E-voting user manual for Shareholders available at the download section of [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of any grievances connected with facility for E-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), Tel: 1800-1020-990/ 1800-224-430



37. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**





38. The remote e-voting period begins on Wednesday, the 11<sup>th</sup> August, 2021, (at 9:00 A.M. IST) and ends on Friday, the 13<sup>th</sup> August, 2021, (at 5:00 P.M. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 07<sup>th</sup> August, 2021, may cast their vote electronically.
39. The details of the process and manner for remote E-voting using NSDL e-Voting system are explained herein below:

**Step 1: Access to NSDL e-Voting system.**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL <b>IDeAS</b> facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>





Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
  - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
  - A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 116428" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



**OTHER INSTRUCTIONS**

40. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote E-voting and make within two working days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
41. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.gokunda.com](http://www.gokunda.com) and on the website of NSDL at <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results BSE Limited, where the shares of the Company are listed.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 REGARDING SPECIAL BUSINESS (ES):**

**ITEM No. 4**

Mrs. Rajani Poddar was appointed as an Independent Director of the Company for a consecutive term of 5 years w.e.f. August 12, 2016 and she was not liable to retire by rotation. Her said appointment is due to expire on August 11, 2021. Pursuant to the provisions of section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment for second term on passing of a Special Resolution by the Company. The Company has received a notice in writing from a Member of the Company under section 160(1) of the Companies Act, 2013 proposing the candidature of Mrs. Rajani Poddar for the office of Director of the Company. Mrs. Rajani Poddar has given consent for the said re-appointment and she is not disqualified from being re-appointed as a Director of the Company under Section 164 of the Companies Act, 2013 ("Act"). Further, the Company has received declaration of independence from Mrs. Rajani Poddar confirming that she meets the criteria of independence as specified in Section 149 (6) of the Act and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact her ability to discharge his duties with an objective independent judgment and without any external influence. Mrs. Rajani Poddar has also given a declaration that she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. On the basis of report of performance evaluation of Mrs. Rajani Poddar, the Nomination and Remuneration Committee recommended to the Board that her continued association will immensely benefit the Company. Pursuant to the recommendation of Nomination and Remuneration Committee and report of performance evaluation and in order to reap benefits of her rich and varied experience the Board is of the opinion that, Mrs. Rajani Poddar fulfill the conditions of her appointment as Independent Director of the Company as per the applicable provisions specified in the Companies Act, 2013 and SEBI - Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day. In view of above and also considering provisions of 17(1A) of Listing Regulations and the recommendation of Nomination and Remuneration Committee of the Company for re-appointment of Mrs. Rajani Poddar as Independent Director of the Company for a further consecutive term of five years period (viz. from August 12, 2021 to August 11, 2026), on the basis of her skills, performance evaluation, extensive and enriched experience in diverse areas and suitability to the Company as well as fulfilling the criteria of her independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said resolution at item Nos. 4 is being recommended by the Board of Directors to the members of the Company for their consideration and accord approval thereto by way of a Special Resolution.

Except Mrs. Rajani Poddar, no Director or Key Managerial Personnel or their relatives is / are concern or interested in the resolution in Item no. 4 of the Notice.

**ITEM NO. 5**

Mr. Shashi Ashok Bekal (DIN: 03066170) was appointed as an Additional Independent Director of the Company, w.e.f. June 21, 2021, pursuant to provisions of Section 161 of the Companies Act 2013 to hold office upto the date of the ensuing Annual General Meeting and for a consecutive term of five years w.e.f. June 21, 2021 upto June 20, 2026 subject to the approval of the members as per the applicable provisions of the Companies Act, 2013. The Company has received a Notice in writing from a Member of the Company under Section 160 (1) of the Companies Act, 2013 proposing the candidature of Mr. Shashi Ashok Bekal (DIN: 03066170) for the office of Director of the Company. In the opinion of the Board, Mr. Shashi Ashok Bekal (DIN: 03066170) fulfils the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day. In view of above and also considering the recommendation of Nomination and Remuneration Committee of the Company for appointment of Mr. Shashi Ashok Bekal (DIN: 03066170) as Independent Director of the Company for a consecutive term of five years period w.e.f. June 21, 2021 upto June 20, 2026, on basis of his skills, extensive and enriched experience in diverse areas and suitability to the Company and fulfilling the criteria of his independence under Section 149(6) of Companies Act, 2013 read with Schedule IV thereto and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the said Resolution No. 5 is being recommended by the Board of Directors to the members of the Company for their consideration and accord approval thereto by way of ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Shashi Ashok Bekal, relating to his own appointment, may be deemed to be concerned or interested in the Resolution stated at item no.5 of the Notice

**ITEM NO. 6**

The shareholders vide special resolution passed in the Annual General Meeting held on 12<sup>th</sup> September, 2020 approved the re-appointment of Mr. KantikumarDadhaas Chairman and Managing Director of the Company for a period of three years w.e.f. 01<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2023. The terms and conditions of his re-appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Committee at its meeting held on 21<sup>st</sup> June, 2021 noted the request/consent received from Mr. KantikumarDadhaabout his desire to step down from the post of the Managing Director of the Companywith effect from the close of the business hours on 21<sup>st</sup> day of June, 2021due to being involved in other business affairs and personal activities and not being able to spare adequate time for dealing with the overall affairs of the company at the level of Managing director and recommended the same to Board.

In view of above, the Board of Directors at its meeting held on 21<sup>st</sup> June, 2021, considered the matter, also taking into account the recommendation made by the Nomination and Remuneration Committee, recommended to members for re-designation of Mr. KantikumarDadha as the Chairman





and Whole-time Director of the Company from the close of the business hours on 21<sup>st</sup> day of June, 2021 in lieu of his existing position as Chairman cum Managing Director. Except for the change in designation, all other terms and conditions of his employment with the company, as mentioned hereunder, will remain intact and prevail for all purposes:

Remuneration not exceeding Rs. 7,00,000/- per month including Basic Salary, House Rent Allowance and other Perquisites, Bonus, Performance Incentives, Commission and other additional perquisites as approved by Board from time to time as per the rules of the Company, in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

Notwithstanding the remuneration payable to Mr. Kanti Kumar Dadha as detailed above, wherein any financial year during tenure of office of Mr. Kanti Kumar Dadha, the Company has no profits or its profits are inadequate the Company shall pay remuneration to Mr. Kanti Kumar Dadha by way of Salary, perquisites and other allowance as the case be, such amount not exceeding the limits prescribed in Schedule V of the Companies Act, 2013 or within such ceiling limits as may be recodified.

The following perquisites however shall not be included in the computation of the ceiling on remuneration as stated above.

- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) Encashment of leave at the end of the tenure.

In view of above facts, the resolution is placed before the members for their consideration and approval.

Except the Directors Mr. Kantikumar Dadha, Mr. Arvind Dadha and Mr. Ashish Dadha (Chief Financial Officer), no other directors / Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 6 of the Notice for approval of the members as a Special Resolution.

#### **ITEM NO. 7**

The shareholders vide special resolution passed in the Annual General Meeting held on 12<sup>th</sup> September, 2020 approved the re-appointment of Mr. Arvind Dadha as whole time Director of the Company for a period of three years w.e.f. 01<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2023 including the terms and conditions of his re-appointment, remuneration etc. in accordance with the provisions contained in Sections 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Committee at its meeting held on 21<sup>st</sup> June, 2021 noted the consent received from Mr. Arvind Dadha for serving the company as its Managing Director from the close of the business hours on 21<sup>st</sup> day of June, 2021 and the stepping down of Mr. Kantikumar Dadha from the post of Managing Director of the company. Considering extensive, enriched and diversified knowledge of the entire spectrum of the business affairs of the company, the committee recommended to Board for re-designation of Mr. Arvind Dadha as Managing Director of the Company in lieu of his existing position as Whole Time Director of the company.

The Board considered the matter and recommendation made by Nomination and Remuneration Committee and recommended to members for re-designation of Mr. Arvind Dadha as Managing Director of the Company from the close of the business hours on 21<sup>st</sup> day of June, 2021.

This resolution is being proposed to partially modify the designation of Mr. Arvind Dadha as aforesaid. Except for the change in said designation, all other terms and conditions of his employment with the company, as mentioned hereunder, will remain intact and prevail for all purposes.

Remuneration not exceeding Rs. 5,00,000/- per month including Basic Salary, House Rent Allowance and other Perquisites, Bonus, Performance Incentives, Commission and other additional perquisites as approved by Board from time to time as per the rules of the Company, in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

For the purpose of computing ceiling on perquisites, the same will be valued as per Income Tax Rules, 1962 wherever applicable.

Notwithstanding the remuneration payable to Mr. Arvind Dadha as detailed above, wherein any financial year during tenure of office of Mr. Arvind Dadha, the Company has no profits or its profits are inadequate the Company shall pay remuneration to Mr. Arvind Dadha by way of Salary, perquisites and other allowance as the case be, such amount not exceeding the limits prescribed in Schedule V of the Companies Act, 2013 or within such ceiling limits as may be recodified.

The following perquisites however shall not be included in the computation of the ceiling on remuneration as stated above.

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;



- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) Encashment of leave at the end of the tenure.

In view of above facts, the resolution is placed before the members for their consideration and approval.

Except the directors Mr. Kantikumar Dadha, Mr. Arvind Dadha and Mr. Ashish Dadha (Chief Financial Officer), no other directors / Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution.

The Board recommends the Resolution set forth at Item No. 7 of the Notice for approval of the members as a Special Resolution

**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

(Pursuant To the Provisions of Regulation 26(4) & 36(3) Of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2):

**A. INDEPENDENT DIRECTORS**

Name of the Director	SHASHI ASHOK BEKAL
DIN	03066170
Date of Birth (Age)	13.11.1991 (aged about 29 years)
Nationality	Indian
Qualification	LL.M. in taxation, Chartered Accountant, P.G. Diploma Alternate Dispute Resolution, BLS. LL.B.
Experience/Expertise	Shashi Bekal is a Law Graduate from Mumbai University, registered with the Bar Council of Maharashtra & Goa and a member of the Institute of Chartered Accountants of India (C.A.). He was awarded a scholarship for Master Degree in Taxation from Jindal O.P. Jindal Global University. Over the years, he has been advising & representing domestic as well as International Companies on various Corporate and Commercial issues especially on Tax issues relating to Corporate Tax, Transfer Pricing, Mergers and Restructurings, Estate Planning, Prosecution under Income Tax laws. In addition, he has represented various Clients in matters arising from Anti-Money Laundering Laws, Benami Property Prohibition Laws & Foreign Exchange Regulations. He has effectively represented various clients before the Appropriate Forums, Appellate Authorities, Tribunals, Bombay High Court, Delhi High Court and Supreme Court of India. He is also a visiting faculty at Pravin Gandhi College of Law.
Date of Appointment as Director of the Company	21.06.2021
Other Directorships (Listed/Public Companies)	NIL
Membership/Chairmanship in the committees of other Listed Companies	NIL
Shareholding in the Company	NIL
Relationships between the Directors inter-se, if any	Not Related



Name of the Director	<b>RAJANI PODDAR</b>
DIN	07224114
Date of Birth (Age)	28.09.1964 (aged about 56 years)
Nationality	INDIAN
Qualification	Post Graduate/Master/Equivalent
Experience/Expertise	Strategic Planning, Finance and Jewellery Designing
Date of Appointment as Director of the Company	12.08.2016
Other Directorships (Listed/Public Companies)	NIL
Membership/Chairmanship in the committees of other Listed Companies	NIL
Shareholding in the Company	NIL
Relationships between the Directors inter-se, if any	Not Related

**B. WHOLE TIME DIRECTOR**

Name of the Director	<b>ARVIND DADHA</b>
DIN	00317631
Date of Birth (Age)	31.12.1976 (aged about 44 years)
Nationality	INDIAN
Qualification	B.Com
Experience/Expertise	Mr. Arvind Dadha is having an experience of 17 years in the Industry he has enriched experience in the field of Marketing and General Operations / Administration of the Company which is immensely beneficial for the overall growth and performance of the Company. Mr. Arvind Dadha is responsible for product development and marketing functions of the Company. He widely travels throughout the world for new business and sales purpose.
Date of Appointment as Director of the Company	01.10.2009
Other Directorships (Listed/Public Companies)	NIL
Membership/Chairmanship in the committees of other Listed Companies	NIL
Shareholding in the Company	426635 shares
Relationships between the Directors inter-se, if any	Son of Mr. Kantikumar Dadha, Managing Director of the Company
*The Company in its Board Meeting held on 21 <sup>st</sup> June, 2021 approved the change in designation of Mr. Arvind Dadha (DIN: 00317631 ) from Whole-time Director to Managing Director which is subject to approval of members in 31 <sup>st</sup> Annual General Meeting of the Company.	

**REGISTERED OFFICE:**

G-30, Gems & Jewellery Complex-III,  
SEEPZ, Andheri (East),  
Mumbai - 400 096

Date: June 21, 2021

By orders of the Board of Directors  
For **Golkunda Diamonds & Jewellery Limited**

**KOPAL JAIN**  
COMPANY SECRETARY



## BOARDS' REPORT

To,  
The Members,  
**GOLKUNDA DIAMONDS AND JEWELLERY LIMITED**  
Mumbai

Your Directors have pleasure in submitting their 31<sup>st</sup> Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31<sup>st</sup> March, 2021

### FINANCIAL RESULTS / STATE OF COMPANY'S AFFAIRS:

The summarized standalone results of your Company are given in the table below:

(Amt. in Rs)

Particulars	Financial year Ended	
	31/03/2021	*31/03/2020
Net Sales / Income from Business Operations	1,73,45,75,071	1,32,74,49,964
Other Income	40,33,017	38,86,983
Total Income	1,73,86,08,088	1,33,13,36,947
Provision for Depreciation / Amortization	46,82,934	41,21,202
Profit/(loss) after Depreciation & before Provision for Tax	3,86,37,053	3,06,46,746
Less: Provision for Income Tax (Current Tax)	1,13,00,000	85,00,000
Less: Deferred Tax	4,34,178	3,14,448
Net Profit/(Loss) After Tax	2,69,02,875	2,18,32,298
Amount of Dividend (Paid)	69,64,080	55,71,281
Earnings per share (Basic & Diluted)	3.86	3.13

\*Previous year's Figures have been regrouped / rearranged wherever necessary

### TRANSFER TO RESERVES:

During the year under review, no amount has been transferred to General Reserves.

### DIVIDEND:

Your Directors are pleased to recommend a final Dividend of Re.1.20/- i.e. @12% per Equity share for the financial year ended 31.03.2021. The Dividend, if approved and declared in forthcoming Annual General Meeting would result a Dividend outflow of Rs.83,56,896/-

Pursuant to Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Dividend Distribution Policy duly approved by the Board is available on the website of the Company and can be accessed at on the Company's website at [www.golkunda.com](http://www.golkunda.com)

### TRANSFER OF UNCLAIMED SHARES/ UNPAID AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company does not have any funds as contemplated under Section 125 of the Companies Act, 2013 lying unpaid or unclaimed which were required to be transferred to Investor Education and Protection Fund (IEPF) during the period under review.

### MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There are no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this Financial Statements relate and the date of this Report.

In view of recent surge in Covid-19 cases few states re-enforced lockdown like restrictions for a short period which currently is not expected to have any significant impact on company's operations/ results. The company continues to remain vigilant and cautious in this regard.





#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

The particulars of loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review are disclosed under the respective Schedules/Notes in the Financial Statements.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with related parties which may have potential- conflict with interest of the Company at large. The particulars of such contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 are attached here within **Annexure I** in Form No.AOC-2.

All Related Party transactions were placed before the Audit Committee and the Board for approval.

The Policy of Related party transactions/Disclosures are approved by the Board is posted on the Company's website viz.[www.golkunda.com](http://www.golkunda.com).

#### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

During the year under review, your Company does not have any subsidiaries or joint ventures or associate companies as defined under the Act.

#### **HOLDING COMPANY:**

Neverloose Properties & Investment Private Limited continues to be Holding Company with 53.59% stake in the Company.

#### **CHANGE IN THE NATURE OF BUSINESS:**

There has been no change in the nature of business during the year under review.

#### **DEPOSITS:**

Your Company has neither accepted / renewed any deposits during the year nor has any outstanding deposits in terms of Section 73 to 76 of the Companies Act, 2013.

#### **SHARE CAPITAL:**

As on 31st March, 2021, the Issued, Subscribed and Paid up Share Capital of your Company stood at Rs. 6,96,40,800/- (Rupees Six Crores Ninety Six Lacs Forty Thousand Eight Hundred Only), comprising 69,64,080 (Sixty Nine Lacs Sixty Four Thousand Eighty) Equity Shares of Rs. 10/- each.

The Company has neither issued shares with differential voting rights nor granted any stock options or issue any sweat equity or issued any bonus shares. Further, the Company has not bought back any of its securities during the year under review and hence no details / information invited in this respect.

#### **INTERNAL FINANCIAL CONTROLS:**

The internal financial controls with reference to the Financial Statements are commensurate with the size and nature of business of the Company.

#### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

Your Company maintains adequate internal control system and procedure commensurate with its size and nature of operations. The internal control system are designated to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorization of transaction, safeguarding the assets of the Company and prevent misuse/losses and legal compliance.

The internal control system includes a well defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well structured budgeting process and Internal Audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

#### **NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW:**

During the Financial Year under review, the Company had 4(Four) Board meetings on 31.07.2020, 12.09.2020, 11.11.2020 and 06.02.2021. The details of attendance of Directors at the Board Meeting are disclosed under Corporate Governance section of Annual Report.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In terms of Article of Association of the Company, Mr. Arvind Dadha retires at the forthcoming Annual General Meeting and being eligible offers himself for reappointment. The details of Director being recommended for reappointment as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are contained in the accompanying Notice convening the ensuing Annual General Meeting of the company.



Mrs. Rajani Poddar, Independent Director, (DIN:07224114), is proposed for re-appointment as an Independent Director of the Company for a period of five years from August 12, 2021 to August 11, 2026 who hold office as an Independent Director of the Company upto the close of business hours on August 11, 2021 in her present first term .

The Company has appointed Mr. Shashi Ashok Bekal as an Additional Independent Director w.e.f. 21.06.2021. Pursuant to the provisions of 161 read with 149 of the Companies Act, 2013 his appointment needs to be confirmed at the ensuing Annual General Meeting. The Company has received necessary letter under section 160 of the Companies Act, 2013 proposing his candidature as an Independent Director of the Company at the ensuing Annual General Meeting.

Mr. B.K. Ashok who was appointed as Independent Director has resigned w.e.f. 21.06.2021 due to his pre-occupation with other commitments and inability to devote sufficient time to the affairs of the Company.

The Company in its Board Meeting held on 21<sup>st</sup> June, 2021 approved the change in designation of Mr. Arvind Dadha (DIN:00317631 ) from Whole-time Director to Managing Director and Mr. Kantikumar Dadha (DIN: 00283289) from Chairman and Managing Director to Chairman and Whole-time Director which is subject to approval of members in 31<sup>st</sup> Annual General Meeting of the Company respectively.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of the independence as prescribed both under section 149(6) of the Companies Act, 2013 and under Regulation 16 (1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of the Companies Act, 2013, none of the Independent Directors are liable to retire by rotation

Mr. Ashish Dadha, Chief Financial Officer and Ms. Kopal Jain, Company Secretary were appointed as Key Managerial Personnel of your Company, in accordance with the provisions of Section 203 of the Companies Act 2013 and there is no change in the same during the year under review.

#### **DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- (a) in the preparation of the Annual Accounts for 2020-21, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (b) 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 2020-21 and of the profit and loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the Annual Accounts on a going concern basis;
- (e) that the Directors have laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively during the year.
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **DECLARATION OF INDEPENDENT DIRECTORS:**

Pursuant to the provisions of Section 149 of the Act, the Independent Directors have submitted declaration that each of them meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as Independent Directors of the Company during the year under review.

In the opinion of the Board, the Independent Directors possess appropriate balance of skills, experience and knowledge, as required for conducting the affairs of the Company

#### **BOARD EVALUATION:**

Pursuant to provisions of Companies Act, 2013 and Schedule IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

In line with effective governance requirements, the Board reviews its own performance annually using a pre-determined template designed as a tool to facilitate the evaluation process. The assessment was built around the functioning of the Board as a whole, its Committees and also the evaluation of Individual Directors.

While the individual Directors' performance was reviewed by the Chairman and the rest of the Board excluding the Director being evaluated, the Chairman's and Non-independent Directors performance was appraised through feedback from Independent Directors.

#### **AUDIT COMMITTEE:**

The Audit Committee consists of the following members as on 31<sup>st</sup> March, 2021.



Sr. No.	Name	Category
1.	Mr. Vinod Kankariya (Chairman)	Independent Non- Executive Director
2.	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director
3.	Mr. Askokkumar Bekal ( Member)	Independent Non- Executive Director

During the year under review, the Board has accepted all the recommendation of the Audit Committee.

The details terms of reference, meetings of committee, attendance of members at Committee meetings are available in the Corporate Governance Report and forms part of this Annual Report.

#### WHISTLE BLOWER POLICY / VIGIL MECHANISM:

In compliance with the provisions of section 177(9) of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Company has established a vigil mechanism for the Directors and employees of the Company to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct.

The Vigil Mechanism / Whistle Blower Policy may be accessed on the Company's website at [www.golkunda.com](http://www.golkunda.com)

#### FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Pursuant to requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a familiarization programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Board Members are provided with all necessary documents/reports and internal policies to enable them to familiarize with the Company's procedures and practices and keep themselves abreast of the latest corporate, regulatory and industry developments.

The same has been posted on website of the Company viz; [www.golkunda.com](http://www.golkunda.com).

#### RISK MANAGEMENT:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. Some of the risks faced by the Company are raw material price risk, financial risk, foreign currency risk etc. At present, there are no risks which in the opinion of the Board threaten the existence of the Company.

#### NOMINATION & REMUNERATION COMMITTEE

In compliance with the provisions of Companies Act, 2013, your Company has 'Nomination & Remuneration Committee' with scope and functions as stipulated under the Companies Act, 2013 and SEBI (LODR) Regulations.

The Nomination and remuneration Committee consists of the following members as on 31<sup>st</sup> March, 2021.

Sr. No.	Name	Category
1	Mr. Vinod Kankariya (Chairman)	Independent Non- Executive Director
2	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director
3	Mr. Askokkumar Bekal (Member)	Independent Non- Executive Director

The terms of reference, meetings of Committee, attendance of members at Committee meetings are available in the Corporate Governance Report and forms part of this Annual Report.

#### NOMINATION AND REMUNERATION POLICY

Pursuant to provisions of Section 178 of the Companies Act, 2013, the Board has, on recommendation of Nomination & Remuneration Committee, formulated a Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under Section 178(3) of Companies Act, 2013.

#### STAKEHOLDERS RELATIONSHIP COMMITTEE:

Your Company has 'Stakeholders Relationship Committee' with enhanced scope and functioning. The Stakeholders Relationship Committee consists of the following members as on 31<sup>st</sup> March, 2021.



Sr. No.	Name	Category
1	Mr. Vinod Kankariya (Chairman)	Independent Non- Executive Director
2	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director
3	Mr. Askokkumar Bekal (Member)	Independent Non- Executive Director

The terms of reference, meetings of committee, attendance of members at Committee meetings are available in the Corporate Governance Report and forms part of this Annual Report.

#### SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Act, read with rules thereunder, the Board at its meeting held on 21<sup>st</sup> June, 2021 has appointed Kala Agarwal, a firm of Practising Company Secretaries to conduct Secretarial Audit of the Company for the Financial Year 2021-22.

The Secretarial Audit Report in Form No. MR-3 is provided as an “**Annexure-II**” to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

Further, in terms of the provisions of the Circular No. CIR/ CFD/CMD1/27/2019 dated 8th February, 2019 issued by Securities and Exchange Board of India (SEBI), Kala Agarwal, Practising Company Secretaries have issued the Annual Secretarial Compliance Report for the financial year ended 31st March, 2021, thereby confirming compliance of the applicable SEBI Regulations and circulars / guidelines issued there under by the Company.

#### STATUTORY AUDITORS AND AUDIT REPORT:

M/s. Motilal & Associates LLP (Formerly known as Motilal & Associates) is the Statutory Auditors of the Company and their Audit Report forms part of Annual Report. The members in the Annual General Meeting held on September 28, 2019 have appointed M/s. Motilal & Associates LLP (Formerly known as Motilal & Associates), Chartered Accountants (FRN 106584W) as Statutory Auditors of the Company to hold office from the conclusion of 29th Annual General Meeting of the Company until the conclusion of the Annual General Meeting of the Company to be held in year 2024. The requirement of ratification of appointment of Statutory Auditors every year by the members of Company have been withdrawn w.e.f. May 7, 2018 vide Companies (Amendment) Act, 2017, hence this business has not been included in the AGM Notice. During the year under review, the Audit Report does not contain any qualifications, reservations, adverse remarks or disclaimer and no frauds were reported by the Auditors of the Company under Section 143 (12) of the Companies Act, 2013.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner from continuing as Statutory Auditors.

#### EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS:

There were no qualifications, reservations or adverse remarks made by the Auditors in their Report. The comments by the auditors in their Report read along within formation and explanation given in Notes to Accounts are self explanatory and do not call for further explanation.

#### DETAILS OF FRAUD:

There were no frauds which are reported to have been committed by Employees or Officers of the Company.

#### DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no material orders passed by the judicial or Quasi Judicial Authority which affects the Going Concern Status of the Company during the year under review.

#### MANAGEMENT AND DISCUSSION ANALYSIS REPORT

Pursuant to Regulation 34 of the Listing Regulation, Management Discussion and Analysis Report containing information *inter-alia* on industry trends, your Company's performance, future outlook, opportunities and threats for the year ended 31<sup>st</sup> March, 2021, is provided in a separate section forming integral part of this Annual report.

#### EXTRACTS OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished 'Annexure-III' and is attached to this Report.

#### CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down the guidelines and procedure to be followed and disclosures to be made while dealing





with the shares of the Company. The policy has been formulated to regulate, monitor, and ensure reporting of dealings by employees. The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosures of unpublished price sensitive information and code of conduct for prevention of insider trading is available on the website of the Company.

#### LISTING FEES:

The Equity Shares of the Company is listed on BSE Limited and the Company has paid the applicable listing fees to the Stock Exchange till date.

#### INFORMATION UNDER REGULATION 34 (3) READ WITH SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company does not have shares lying with the Company in Unclaimed Suspense Account as on March 31, 2021.

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

##### (A) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

##### (B) Conservation of energy:

The Company is engaged in manufacturing of gems and jewellery and as such its operations do not account for substantial energy consumption. Air Curtains have been installed in production areas where doors are required to keep open for operational purposes. These Air Curtains reduces penetration of insects and unconditioned air into a conditioned space resulting into preservation of air conditioning effect and low consumption of power. However, the Company is taking all possible measures to conserve energy. Several environment friendly measures were adopted by the Company such as Installation of capacitors to save power, Installed Thin Film Transistor (TFT) monitors that saves power, LED Lights, Creating environmental awareness by way of distributing the information in electronic form, Minimizing air-conditioning usage, Shutting off all the lights when not in use.

##### Technology absorption:

The Company continuously monitors and keep track of technological up gradation in the field of Jewellery manufacturing and the same are reviewed and considered for implementation. Your Company continued its focus on quality up-gradation and product enhancements.

The benefits derived like product improvement, cost reduction, product development or import substitution

- Enhanced productivity & reduction in production time
- Total traceability of each piece during entire manufacturing process through customized software
- Reduction in re-work & rejection in manufacturing.
- Enhancement of product spectrum e. Improvement in quality of existing products.

##### (C) FOREIGN EXCHANGE EARNINGS AND OUTGO

<b>Foreign Exchange Earning:</b>		
Export at FOB basis:	1,69,79,69,861	<b>1,69,79,69,861</b>
<b>Foreign Exchange Outgo:</b>		
Value of Import on CIF basis		
Raw Material	26,24,75,583	
Studded Jewellery	2,48,44,055	
Capital Goods	22,90,685	
Business Promotion Expenses	23,737	<b>28,96,34,060</b>

#### EMPLOYEES:

Information on particulars of employees' remuneration as per Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is reported to be nil as there are no employees who are in receipt of remuneration above the prescribed limit.

The details in terms of Sub - Section 12 of Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this Report as 'Annexure IV'.

#### PREVENTION OF SEXUAL HARASSMENT COMMITTEE

As per the requirement of Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013, (POSH) your Company has a robust mechanism in place to redress the complaints reported under this Act. The Company has complied with provisions relating to the constitution of Internal Complaints Committee (ICC) under POSH. The Internal Complaints Committee (ICC) composed of internal members



and an external member who has extensive experience in the relevant field. The said Committee meets regularly and takes up programs to spread awareness and educate employees about prevention of Sexual Harassment at Workplace.

Following is the status of sexual harassment complaints during the financial year under review:

Sr. No	Particulars	No. of Complaints
1	Number of complaints filed during the financial year	Nil
2	Number of complaints disposed of during the financial year	NA
3	Number of complaints pending as on end of the financial year.	NA

#### **CORPORATE GOVERNANCE:**

A separate section covering the Management Discussion and Analysis and Corporate Governance as per the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR) is attached herewith and forms a part of this report.

The requisite certificate from the Statutory Auditors of the Company i.e. M/s. Motilal & Associates LLP (Formerly known as Motilal & Associates), Mumbai confirming compliance with the conditions of Corporate Governance as stipulated under regulation 34 (3) and schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

The declaration signed by the Managing Director of the Company regarding compliance of Code of Conduct for Board members and Senior Management personnel forms part of this Report.

#### **SECRETARIAL STANDARDS**

The Company complies with the Secretarial Standards, issued by the Institute of Company Secretaries of India, which are mandatorily applicable to the Company. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial audit Report

#### **CEO / CFO CERTIFICATION:**

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Corporate Governance norms, Mr. Kanti Kumar Dadha, Managing Director and Mr. Ashish Dadha, Chief Financial Officer, has certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial year ended 31.03.2021.

#### **ACKNOWLEDGEMENTS AND APPRECIATIONS:**

Your Directors take this opportunity to thank the Company's customers, members, vendors and Banker for their continued support during the year. Your Directors also wish to thank the Government of India and its various agencies, the Santacruz Electronics Export Processing Zone, the Customs and Excise/ GST department, the Reserve Bank of India, the State Governments of Maharashtra, and other local Government Bodies for their support, and look forward to their continued support in the future. Your Directors also place on record their appreciation for the excellent contribution made by all Employees of the Company through their commitment, competence, co-operation and diligence to duty in achieving consistent growth for the Company.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
GOLKUNDA DIAMONDS AND JEWELLERY LIMITED**

Date: 21.06.2021  
Place: Mumbai

**KANTIKUMAR DADHA**  
Chairman & Managing Director



**Annexure I**  
**Form AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section(1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered in during the year ended March 31, 2021, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

Sr. No	Name(s) of the related party and nature of relationship	Mrs. Kusum Dadha, Wife of Mr. Kantikumar Dadha	Mr. Ashish Dadha, CFO & Son of Mr. Kantikumar Dadha
A	Nature of contracts / arrangements / transactions	Rent	Salary
B	Duration of the contracts/ arrangements/ transactions	On going	On going
C	Salient terms of the contracts or arrangements or transactions including the value, if any	Payment of rent in respect of property used by the Company's Officers, Rs. 11,16,000/-	Payment of remuneration for acting as a Chief Financial Officer of the Company, Rs.17,03,900/-
D	Date(s) of approval by the Board	31.07.2020	31.07.2020
E	Amount paid as advances, if any:	NIL	NIL

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
**GOLKUNDA DIAMONDS AND JEWELLERY LIMITED**

Date: 21.06.2021  
Place: Mumbai

**KANTIKUMAR DADHA**  
Chairman & Managing Director



**Annexure II**

**Form No. MR-3  
SECRETARIAL AUDIT REPORT**

For The Financial Year Ended On 31<sup>st</sup> March, 2021  
(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the  
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
**GOLKUNDA DIAMONDS AND JEWELLERY LIMITED**  
G-30, Gems and Jewellery Complex-III, Seepz,  
Andheri (East),  
Mumbai - 400096.

We have conducted the secretarial audit of the compliance of applicable

statutory provisions and the adherence to good corporate practices by **GOLKUNDA DIAMONDS AND JEWELLERY LIMITED (hereinafter called the "Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2021**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- A. The Companies Act, 2013 (the Act) and the rules made there under;
- B. The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- C. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- D. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- E. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
  - (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations. 2008;
  - (i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009: and
    - (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.
- F. Other applicable acts,
  - (a) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



G. We have been given to understand that considering activities of the Company, there is no specific regulator / law subject to whose approval Company can carry on / continue business operation and hence no comment is invited in respect of the same. The Company is situated under SEEPZ jurisdiction and subjected to the Compliance of SEEPZ Rules and Regulations. We have also in-principally verified systems and mechanism which is in place and followed by the Company to ensure Compliance of other applicable Laws like Labour Laws, Environmental Law, Regulation prescribed by SEEPZ Authorities, etc. (in addition to the above mentioned Laws (i to iv) and applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the of the same.

H. Other laws specifically applicable to the company, namely:

- 1) Factories Act, 1948
- 2) Payment of Wages Act, 1936
- 3) The Minimum Wages Act, 1948
- 4) The Electricity Act, 2003
- 5) Energy Conservation Act, 2001
- 6) Environment Protection Act, 1986
- 7) The Air (Prevention & Control of Pollution) Act, 1981
- 8) The Water (Prevention & Control of Pollution) Act, 1974
- 9) The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008
- 10) The Apprentices Act, 1961
- 11) The Employees' Compensation Act, 1923
- 12) The Maternity Benefit Act, 1961
- 13) Payment of Gratuity Act, 1972
- 14) The Payment of Bonus Act, 1965
- 15) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- 16) Employees' State Insurance Act, 1948
- 17) The Central Goods and Services Tax Act, 2017
- 18) Maharashtra Goods and Services Tax Act, 2017

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above.

**We further report that,**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the year under review.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Majority of the decisions being carried through were captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines

Place: Mumbai  
Date: 21.06.2021

KALA AGARWAL  
Practising Company Secretary  
C P No.: 5356  
UDIN: F005976C000491989

**Note:** This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.





**'ANNEXURE B'**

To,  
The Members,  
**GOLKUNDA DIAMONDS AND JEWELLERY LIMITED**  
G-30, Gems and Jewellery Complex-111, Seepz,  
Andheri (East),  
Mumbai 400096.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Mumbai  
Date: 21.06.2021

**KALA AGARWAL**  
Practising Company Secretary  
C P No.: 5356  
UDIN: F005976C000491989



**Annexure- III**

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
as on the financial year ended on March 31, 2021**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

<b>I.</b>	<b>REGISTRATION AND OTHER DETAILS</b>	<b>Annexure – A</b>
<b>II.</b>	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b> All Business activities of the Company contributing 10% or more of the total Turnover of the Company.	<b>Annexure – B</b>
<b>III.</b>	<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>	<b>Annexure –C</b>
<b>IV.</b>	<b>SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)</b> i) Category wise Shareholding ii) Share Holding of Promoters iii) Change in Promoters Shareholding iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) v) Shareholding of Directors and Key Managerial Personnel	<b>Annexure-D</b> <b>Annexure-E</b> <b>Annexure-F</b> <b>Annexure – G</b> <b>Annexure –H</b>
<b>V.</b>	<b>INDEBTEDNESS</b>	<b>Annexure – I</b>
<b>VI.</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b> i) Remuneration to Managing Director, Whole-time Directors, Executive Director and/or Manager ii) Remuneration to other Directors iii) Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD	<b>Annexure –J</b> <b>Annexure K</b> <b>Annexure L</b>
<b>VII.</b>	<b>PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES</b>	<b>Not Applicable</b>



**ANNEXURE – A**

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L36912MH1990PLC058729
2.	Registration Date	30.10.1990
3.	Name of the Company	Golkunda Diamonds and Jewellery Limited
4.	Category / Sub-Category of the Company	Public Company/Limited by shares
5.	Address of the Registered office and contact details	G-30,Gems & Jewellery, Complex -III, Seepz, Andheri (East), Mumbai – 400096 Phone:022-28290155/28290156 Email ID:admin@golkunda.com
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. C 101, 247 Park, L B S Marg, Vikhroli west, Mumbai-400083 Tel.: 022-49186270 Fax.: 022-49186060 Email : rnt.helpdesk@linkintime.co.in

**ANNEXURE – B**

**I. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of Gold Jewellery studded with Diamonds and other stones	3211	100%

**ANNEXURE – C**

**I. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

[No. of Companies for which information is being filled]: 1

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary / Associate	% of Shares Held	Applicable Section
1	Neverloose Properties & Investment Private Limited 133, Canning Street, 1st Floor, Room No. 8, Kolkata, WB - 700001	U70109WB1993PTC058194	Holding	53.59%	2(46)



**ANNEXURE – D**

**I. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)i) Category-wise Share Holding**

Sl. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A.</b>	<b>Promoter's</b>									
<b>(1)</b>	<b>Indian</b>									
a)	Individual/ HUF	13,76,864	0	13,76,864	19.771%	13,76,864	0	13,76,864	19.771%	0%
b)	Central Govt.	0	0	0	0%	0	0	0	0%	0%
c)	State Govt.(s)	0	0	0	0%	0	0	0	0%	0%
d)	Bodies Corp.	37,31,843	0	37,31,843	53.587%	37,31,843	0	37,31,843	53.587%	0%
e)	Banks / FI	0	0	0	0%	0	0	0	0%	0%
f)	Any other	0	0	0	0%	0	0	0	0%	0%
	<b>Sub-total (A) (1):</b>	<b>51,08,707</b>	<b>0</b>	<b>51,08,707</b>	<b>73.358%</b>	<b>51,08,707</b>	<b>0</b>	<b>51,08,707</b>	<b>73.358%</b>	<b>0 %</b>
<b>(2)</b>	<b>Foreign</b>	00								
a)	NRI's- Individuals	0	0	0	0%	0	0	0	0%	0%
b)	Other-Individuals	0	0	0	0%	0	0	0	0%	0%
c)	Bodies Corp.	0	0	0	0%	0	0	0	0%	0%
d)	Banks / FI	0	0	0	0%	0	0	0	0%	0%
e)	Any Other	0	0	0	0%	0	0	0	0%	0%
	<b>Sub-total (A) (2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0%</b>	<b>0%</b>
	<b>Total Shareholding Promoter (A) = (A)(1) + (A)(2)</b>	<b>51,08,707</b>	<b>0</b>	<b>51,08,707</b>	<b>73.358%</b>	<b>51,08,707</b>	<b>0</b>	<b>51,08,707</b>	<b>73.358%</b>	<b>0 %</b>
<b>B.</b>	<b>Public Shareholding</b>									
<b>1.</b>	<b>Institutions</b>									
a)	Mutual Funds	0	0	0	0%	0	0	0	0%	0%
b)	Banks / FI	100	0	100	0.001%	100	0	100	0.001%	0%
c)	Central Govt. (s)	4,21,401	0	4,21,401	6.051%	4,21,401	0	4,21,401	6.051%	0%
d)	State Govt	0	0	0	0%	0	0	0	0%	0%
e)	Venture Capital Funds	0	0	0	0%	0	0	0	0%	0%
f)	Insurance Companies	0	0	0	0%	0	0	0	0%	0%
g)	FIs	0	0	0	0%	0	0	0	0%	0%
h)	Foreign Venture Capital Funds	0	0	0	0%	0	0	0	0%	0%
i)	Others (specify)	0	0	0	0%	0	0	0	0%	0%
	<b>Sub-total (B)(1):</b>	<b>4,21,501</b>	<b>0</b>	<b>4,21,501</b>	<b>6.052%</b>	<b>4,21,501</b>	<b>0</b>	<b>4,21,501</b>	<b>6.052%</b>	<b>0%</b>
<b>2.</b>	<b>Non-Institutions</b>									
a)	Bodies Corp.									
i)	Indian	36,799	900	37,699	0.541%	33153	900	34053	0.489%	-0.052%
ii)	Overseas	0	0	0	0%	0	0	0	0%	0%
b)	Individuals									
i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh	6,65,688	5,45,885	12,11,573	17.397%	659776	544085	1203861	17.287%	-0.111%
ii)	Individual shareholders holding nominal share capital in excess of Rs. 1lakh	1,81,991	0	1,81,991	2.613%	194426	0	194426	2.792%	0.178%
c)	Others (specify)									
i)	Non Resident Indian	1,505	0	1,505	0.022%	999	0	999	0.014%	-0.007%
ii)	Clearing Members	1,104	0	1,104	0.016%	533	0	533	0.008%	-0.008%
	<b>Sub-total (B)(2):</b>	<b>8,87,087</b>	<b>5,46,785</b>	<b>14,33,872</b>	<b>20.589%</b>	<b>888887</b>	<b>544985</b>	<b>1433872</b>	<b>20.589%</b>	<b>0%</b>
	<b>Total Public Shareholding (B) = (B) (1)+ (B)(2)</b>	<b>13,08,588</b>	<b>5,46,785</b>	<b>18,55,373</b>	<b>26.642%</b>	<b>1310388</b>	<b>544985</b>	<b>1855373</b>	<b>26.642%</b>	<b>0%</b>
<b>C.</b>	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0%	0	0	0	0%	0%
	<b>Grand Total (A+B+C)</b>	<b>64,17,295</b>	<b>5,46,785</b>	<b>69,64,080</b>	<b>100</b>	<b>6419095</b>	<b>544985</b>	<b>6964080</b>	<b>100</b>	<b>0%</b>



**ANNEXURE – E**

**i) Shareholding of Promoter-**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	KantikumarDadha	4,00,158	5.746%	0	4,00,158	5.746%	0	0%
2	Karan Singh Baid	5,256	0.075%	0	5,256	0.075%	0	0%
3	Arvind Dadha	4,26,635	6.126%	0	4,26,635	6.126%	0	0%
4	Sushila Baid	3,000	0.043%	0	3,000	0.043%	0	0%
5	MayankBaid	3,100	0.045%	0	3,100	0.045%	0	0%
6	KusumDadha	1,03,320	1.484%	0	1,03,320	1.484%	0	0%
7	Ashish Dadha	2,36,895	3.402%	0	2,36,895	3.402%	0	0%
8	Neverloose Properties & Investment Pvt. Ltd	37,31,843	53.587%	0	37,31,843	53.587%	0	0%
9.	KantikumarDadha HUF	49,000	0.704%	0	49,000	0.704%	0	0%
10	HemsinghDadha HUF	40,000	0.574%	0	40,000	0.574%	0	0%
11.	Ashish KantikumarDadha HUF	40,000	0.574%	0	40,000	0.574%	0	0%
12.	Arvind KantikumarDadha HUF	39,500	0.567%	0	39,500	0.567%	0	0%
13.	Pooja Ashish Dadha	15,000	0.215%	0	15,000	0.215%	0	0%
14.	Diti Dadha	15,000	0.215%	0	15,000	0.215%	0	0%
	Total	51,08,707	73.358%	0	51,08,707	73.358%	0	0%

**ANNEXURE – F**

**ii) Change in Promoters' Shareholding (please specify, if there is no change)**

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the co.	No. of shares	% of total shares of the co.
At the beginning of the year	51,08,707	73.358%	51,08,707	73.358%
Date wise increase/decrease in Promoters shareholding during the year specifying reasons for increase/ decrease (allotment/transfer/bonus/sweat equity etc)	-	-	-	-
At the end of the year	51,08,707	73.358%	51,08,707	73.358%





## ANNEXURE – G

### i) Shareholding Pattern of top ten Shareholders:

(other than Directors, Promoters and Holders of GDRs and ADRs):

Particulars	Shareholding at the beginning of the year		Date	Increase			Decrease		Cumulative Shareholding during the year		At the of the end year	
	No. of shares	% of total shares of the co.		Allotment (specify type)	transfer	Others specify	transfer	Others specify	No. of shares	% of total shares of the co.	No. of shares	% of total shares of the co.
1. Investor Education & Protection Fund	4,21,401	6.045%	-	-	-	-	-	-	4,21,401	6.045%	4,21,401	6.045%
2. Meena Devi	64,000	0.919%	-	-	-	-	-	-	64,000	0.919%	64,000	0.919%
3 Nanda Nahar	29,935	0.430%	-	-	-	-	-	-	29,935	0.430%	29,935	0.430%
4 Religare Finvest Ltd	23,000	0.330%	-	-	-	-	-	-	23000	0.330%	23,000	0.330%
5 Mahesh Kumar Dadha	18,933	0.272%	-	-	-	-	-	-	18,933	0.272%	18,933	0.272%
6 Shiv Kumar Baid	17,400	0.25%	-	-	-	-	-	-	17,400	0.250%	17,400	0.250%
7 Dinesh Kumar Bajaj	15174	0.218%	-	-	-	-	-	-	15174	0.218%	15174	0.218%
8 Vandana Bajaj	15037	0.216%	-	-	-	-	-	-	15037	0.216%	15037	0.216%
9. jawaharlal Ishwarlal Agrawal	11043	0.519%	-	-	-	-	8592	-	2451	0.035%	2451	0.035%
10. Rajkumar Ojha	10469	0.15%	-	-	890	-	-	-	11359	0.163%	11359	0.163%

## ANNEXURE – H

### i) Shareholding of Directors and Key Managerial Personnel:

Form each of Directors and KMP	Shareholding at the beginning of the year		Date Debit/ Credit	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year		At the end of the year	
	No. of shares	% of total shares of the company				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
Mr. Kanti Kumar Dadha	4,00,158	5.746%	-	-	-	-	-	4,00,158	5.746%
Mr. Karan Singh Baid	5,256	0.075%	-	-	-	-	-	5,256	0.075%
Mr. Arvind Kumar Dadha	4,26,635	6.126%	-	-	-	-	-	4,26,635	6.126%
Mr. Vinod Kankariya	NIL	NIL	-	-	-	-	-	NIL	NIL
Mr. Ashok Kumar K. Bekal	NIL	NIL	-	-	-	-	-	,NIL	NIL
Mr. Ashish Dadha	2,36,895	3.402%	-	-	-	-	-	2,36,895	3.402%
Mrs. RajaniPoddar	NIL	NIL	-	-	-	-	-	NIL	NIL
Ms. Kopal Jain	NIL	NIL	-	-	-	-	-	NIL	NIL



## ANNEXURE – I

### V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Sr. No.	Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i)	Principal Amount	29,29,64,297	-	-	29,29,64,297
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	<b>29,29,64,297</b>	<b>-</b>	<b>-</b>	<b>29,29,64,297</b>
	Change in Indebtedness during the financial year				
i)	Addition	2,45,31,991	1,29,94,707	-	3,75,26,698
ii)	Reduction	-	-	-	-
	<b>Net Change</b>	<b>2,45,31,991</b>	<b>1,29,94,707</b>	<b>-</b>	<b>3,75,26,698</b>
	Indebtedness at the end of the financial year				
i)	Principal Amount	31,74,96,288	1,27,00,000	-	33,01,96,288
ii)	Interest due but not paid	-	2,94,707	-	2,94,707
iii)	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	<b>31,74,96,288</b>	<b>1,29,94,707</b>	<b>-</b>	<b>33,04,90,995</b>

## ANNEXURE – J

### VI. Remuneration of Directors and Key Managerial Personnel-

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Mr. Kanti Kumar Dadha (Managing Director)	Mr. Karan Singh Baid (Whole Time Director)	Mr. Arvind Dadha (Whole Time Director)	
<b>1</b>	<b>Gross salary</b>				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	21,51,240	19,34,840	19,52,540	60,38,620
(b)	Value of perquisites u/s 17(2) Income- tax Act, 1961	4,05,090	30,630	46,403	4,82,123
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	—	—	—	—
2	Stock Option	—	—	—	—
3	Sweat Equity	—	—	—	—
4	Commission	—	—	—	—
	- as % of profit				
	- others, specify...	—	—	—	—
5	Others, please specify	—	—	—	—
	<b>Total (A)</b>	<b>25,56,330</b>	<b>19,65,470</b>	<b>19,98,943</b>	<b>65,20,743</b>



## ANNEXURE – K

### A. Remuneration to other Directors

Sr No	Particulars of Remuneration	Total Amount			
		Mr. Vinod Kankariya	Mr. Ashok Kumar K. Bekal	Mrs. Rajani Poddar	Total
1	Independent Directors				
(a)	Fee for attending board /committee meetings	32,000	—	32,000	64,000
(b)	Commission	-	—	—	—
(c)	Others, please specify	-	—	—	—
	Total (1)	32,000	—	32,000	64,000
2	Other Non-Executive Directors				
(a)	Fee for attending board committee meetings	-	—	—	—
(b)	Commission	-	—	—	—
(c)	Others, please specify	-	—	—	—
	Total (2)	-	—	—	—
	Total (B)=(1+2)	32,000	—	32,000	64,000
	Total Managerial Remuneration	32,000	—	32,000	64,000
	Overall Ceiling as per the Act (per Board Meeting)	1,00,000	—	1,00,000	—

## ANNEXURE – L

### B. Remuneration to Key Managerial Personnel Other Than MD/Manager/WT

Sr. No.	Particulars of Remuneration Key Managerial Personnel	Key Managerial Personnel		
		CFO Mr. Ashish Dadha	CS Ms. Kopal Jain	Total
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	17,03,900	4,65,100	21,69,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify.....	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>17,03,900</b>	<b>4,65,100</b>	<b>21,69,000</b>



**Annexure-IV**

The details in terms of sub-section 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2020-21, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2020-21 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Name of Director/KMP and Designation	Remuneration of Director/KMP for the F.Y. 2020-21	% increase in Remuneration in the F.Y. 2020-21	Ratio of remuneration of each Director/ KMP to median remuneration of employees
Mr.Kantikumar Dadha (Managing Director)	Rs. 21,51,240/-	-	6.34:1
Mr. Karan Singh Baid (Whole Time Director)	Rs. 19,34,840/-	-	5.70:1
Mr. Arvind Dadha (Whole Time Director)	Rs. 19,52,540/-	-	5.75:1
Mr. Ashish Dadha(Chief Financial Officer)	Rs. 17,03,900/-	-	5.02:1
Ms. Kopal Jain(Company Secretary)	Rs. 4,65,100/-	-	1.37:1

2. The median remuneration of employees of the Company during the financial year was Rs.3,39,298/- in the Financial Year 2020-21, there was an increase of 13.44% in the median remuneration of employees;
3. There were 22 number of employees on the rolls of the Company as on 31st March 2021;
4. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2020-21, and comparison with the increase in the managerial remuneration for the same financial year.

Remuneration paid to employees excluding managerial personnel for the FY 2019-20	Remuneration paid to employees excluding managerial personnel for the FY 2020-21	% change in remuneration paid to employees excluding managerial personnel	Remuneration paid to managerial personnel for the FY 2019-20	Remuneration paid to managerial personnel for the FY 2020-21	(%) change in remuneration paid to managerial personnel
1,06,45,192	79,75,902	-	92,95,531	82,07,620	-

There were no exceptional circumstances for increase in Managerial Remuneration.

5. Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the Remuneration paid is as per the Remuneration Policy of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
**GOLKUNDA DIAMONDS AND JEWELLERY LIMITED**

Date: 21.06.2021  
Place: Mumbai

**KANTIKUMAR DADHA**  
Chairman & Managing Director



## **CORPORATE GOVERNANCE REPORT**

[Pursuant to Regulation 34(3) and Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Corporate Governance Report, as applicable for the year ended March 31, 2021 is set out below for the information of shareholders, investors and other stakeholders of **GOLKUNDA DIAMONDS & JEWELLERY LIMITED** ("Company").

### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Your Company believes that good Corporate Governance is the foundation for a truly sustainable Company. Corporate Governance is a set of principles, processes and systems to be followed by the Directors, Management and all Employees of the Company for enhancement of shareholder value while keeping in view interest of other stakeholders. Set procedures, guidelines and practices have been evolved to ensure timely disclosures of information regarding our financials, performance, significant events and governance etc. of the Company. The Company has adopted a code of conduct for its Board, KMPs and Senior Management personnel which has been communicated to them and they have affirmed the same through their annual disclosures to the Company. Your Directors fully endorse and support the Corporate Governance practices in accordance with the provisions of Listing Regulations of SEBI.

### **2. BOARD OF DIRECTORS**

#### **a) Composition:**

The Board of Directors of a Company has an optimum combination of Executive and Non-Executive Directors.

- 1) The Board of Directors of your Company comprises of an Executive Chairman and Managing Director, 2 Whole Time Executive Directors and 3 Non-Executive Independent Directors (including a One Woman Independent Director).
- 2) All Directors other than Mr. KantiKumar Dadha, Mr. Karan Singh Baid and Mr. Arvind Kumar Dadha are Non-Executive Independent Directors.

#### **b) Attendance of Each Director at the Board Meeting and Last Annual General Meeting.**

Name	Category	Attendance Particulars		
		Number of Board Meetings		Last AGM held On 12th Sept. 2020
		Held during tenure	Attended	
Mr. Kanti Kumar Dadha	Chairman & Managing Director (Promoter)	4	4	Yes
Mr. Karan Singh Baid	Whole Time Executive Director (Promoter)	4	4	Yes
Mr. Arvind Kumar Dadha	Whole Time Executive Director (Promoter)	4	4	Yes
Mr. Ashok Kumar K. Bekal	Independent Non-Executive Director	4	4	Yes
Mrs. Rajani Poddar	Independent Non-Executive Director	4	4	Yes
Mr. Vinod Kankariya	Independent Non-Executive Director	4	4	Yes

#### **a) Number of other Boards or Board Committees in which he/she is a Member or Chairperson.**

Name	Category	No. of Directorships and Committee Chairmanship / Membership (including this Company)			
		Directorship	Director ship in Listed Companies	Committee Chairmanship	Committee Membership
Mr. Kanti Kumar Dadha	Chairman & Managing Director (Promoter)	1	1	0	0
Mr. Karan Singh Baid	Whole Time Executive Director (Promoter)	1	1	0	0
Mr. Arvind Kumar Dadha	Whole Time Executive Director (Promoter)	1	1	0	0
Mr. Ashok Kumar K. Bekal	Independent Non-Executive Director	1	1	0	2
Mrs. Rajani Poddar	Independent Non-Executive Director	1	1	0	2
Mr. Vinod Kankariya	Independent Non-Executive Director	1	1	2	2





a) **Number of Board Meetings Held and Dates on which held:**

Dates on which Board Meetings were Held	Total Strength of the Board	No. of Directors Present
31 <sup>st</sup> July, 2020	6	6
12 <sup>th</sup> September, 2020	6	6
11 <sup>th</sup> November, 2020	6	6
06 <sup>th</sup> February, 2021	6	6

**Notes:**

- As detailed above, none of the Directors is a member of more than 10 Board level Committees of Public Companies in which they are Directors, nor as Chairman of more than five such committees.
- Only Directorship in public limited Companies (listed or unlisted) has been considered.
- Membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee of public companies have been considered.

b) **Disclosure of Relationships between Directors Inter-se:**

Name	Relation with Golkunda	Inter-se Relation
Mr. Kanti Kumar Dadha	Chairman and Managing Director	Father of Mr. Arvind Dadha
Mr. Arvind Kumar Dadha	Whole Time Director	Son of Mr. Kanti Kumar Dadha

There is no inter-se relationship between other Directors.

c) **Disclosure of Shareholding by Non-Executive Directors:**

Sr. No	Name of Director	No. of Shares Held
1	Mr. Ashok Kumar K. Bekal	NIL
2	Mr. Vinod Kankariya	NIL
3.	Mrs. Rajani Poddar	NIL

d) **Board Meetings Procedure:**

In order to ensure maximum presence of all Directors in the Board Meeting, dates of the Board Meetings are fixed in advance after consultation with individual Directors and considering their convenience. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors. Apart from any specific matter, the Board periodically reviews routine business items which includes approval of financial results along with Auditors review report, operational performance of the Company, minutes of committee meetings, quarterly corporate governance report, statement of investor complaints, shareholding pattern, compliance report on all laws applicable to the Company, annual financial statements, annual budget, capital expenditure and other matters placed before the Board pursuant to Part A of Schedule II of Listing Regulations.

a) **Code of conduct:**

- \* The Board of Directors adopted the Code of Conduct for Board Members and senior management personnel. The said code was communicated to the Directors and members of the senior management and they affirmed their compliance with the said Code. The Code adopted is posted on the Company's website [www.golkunda.com](http://www.golkunda.com)
- \* Pursuant to the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted Code of practices and procedures for fair disclosure of unpublished price sensitive information and Code of Conduct in order to monitor and report Insider Trading.
- \* All Directors and the designated employees have confirmed compliance with the Code.
- \* A certificate from Mr. Kantikumar Dadha, Managing Director & Mr. Ashish Dadha, CFO in terms of Regulation 17 (8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2021 was placed before the Board of Directors of the Company in their meeting held on June 21, 2020 and is annexed to this Report.



**b) INDEPENDENT DIRECTORS:**

Mr. Ashok Kumar K. Bekal, Mr. Vinod Kankariya and Mrs. Rajani Poddar were the Independent Directors on the Board of Directors of your Company as on March 31, 2021. The Independent Directors continue to serve on the Board and will hold Office pursuant to the provisions of section 149(10) of the Companies Act, 2013.

The Company has issued a formal letter of appointment containing their duties, terms and conditions of appointment. The Terms & Conditions of the Independent Directors is also disclosed on the website of the Company i.e. [www.golkunda.com](http://www.golkunda.com). The Independent Directors have confirmed about their independence and eligibility as required under Section 149(7) of the Companies Act, 2013.

**> Role of Independent Directors:**

The Independent Directors plays an important role in deliberations at the Board and Committee Meetings and bring to the Company their expertise in the field of finance, management and public policy. The Independent Directors satisfy the criteria of independence as defined in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is applicable w.e.f. December 01, 2015 and the Companies Act, 2013. They perform the duties as stipulated in the Companies Act, 2013.

**> Familiarization Programme for Independent Directors:**

The Company has a familiarization programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Board Members are provided with all necessary documents/ reports and internal policies to enable them to familiarize with the Company's procedures and practices and keep themselves abreast of the latest corporate, regulatory and industry developments.

The Familiarization Programme and details thereof imparted during FY 2020-21 are uploaded on the website viz; [www.golkunda.com](http://www.golkunda.com).

**> Separate meetings of the independent Directors:**

In compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company was held on 06<sup>th</sup> February, 2021, inter alia, to discuss the following:

- \* To review the performance of Non-Independent Directors and the Board as a whole;
- \* To review the performance of the Chairman of the Company;
- \* To assess the quality, quantity and timeliness of flow of information between the Company's management and the Board that is necessary

For the Board to effectively and reasonably perform their duties.

The Independent Directors have expressed their satisfaction over the performance of the other Directors and the Board as whole.

**> Matrix of skills/competence/ expertise of Director**

The Following matrix summarizes list of core skills/ expertise/ competencies/ identified by the Board as required in the context of its business and the sectors in which the Company operates.

**Board Competency Matrix**

Industrial Knowledge/ Experience	Technical Skills/Expertise/Competencies	
Industrial Experience	Finance & Accounting	Leadership
Knowledge of sector (jewellery)	Legal & Governance	Business Administration
Knowledge of board public policy direction	Sales & Marketing	Corporate Restructuring
Understanding of government legislation/legislative process	Information Technology	Human Resource Management & Labour Laws
Global Business	Public Relation	Strategy and business development
Supply Chain Management	Risk Management	Corporate Social Responsibility

The Company's Board comprises of qualified members, who possesses aforesaid knowledge, experience, technical skills, expertise and competencies or effective contribution to the board and its committees.

**Certificate on Non-disqualification of Directors**

Ms. Kala Agarwal, Practising Company Secretary have certified that for the financial year ended on 31st March, 2021, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and



Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such authority. A certificate issued by Kala Agarwal, to that effect is attached as an annexure to this Report.

## 1. AUDIT COMMITTEE

### a) Composition:

Your Company had constituted an Audit Committee. The composition of Audit Committee as on 31<sup>st</sup> March, 2021 is as under:

Sr. No.	Name of the Member	Category
1	Mr. Vinod Kankariya(Chairman)	Independent Non- Executive Director
2	Mr. Askokkumar Bekal(Member)	Independent Non- Executive Director
3	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director

The Committee's Composition met with requirement of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Members of the Audit Committee possess financial / accounting expertise / exposure.

The Company Secretary acts as the Secretary to the Committee.

### b) Meetings of Audit Committee and Attendance during the Year:

The Committee met 4 (Four) times during the year on the following dates viz. 31.07.2020, 12.09.2020, 11.11.2020 and 06.02.2021. Mr. Karan Singh Baid, Whole Time Director is a Permanent Invitee to the Audit Committee meetings. The Chief Financial Officer, the Internal Auditors, the Statutory Auditors are also invited to the Committee Meetings as and when necessary. The attendance of each Audit Committee member in the above Meetings is given hereunder:-

Sr. No.	Name of Member	Audit Committee meetings (Financial Year 2020-21)	
		Held during tenure	Attended
1.	Mr. Vinod Kankariya	4	4
2.	Mrs. Rajani Poddar	4	4
3.	Mr. Ashok Kumar K. Bekal*	4	4

\* Mr. Askokkumar Bekal resigned from the membership of Audit Committee w.e.f June 21, 2021 and Mr. Shashi Ashok Bekal has been appointed as a member of Audit Committee w.e.f June 21, 2021.

Sr. No.	Dates on which Audit Committee Meetings were Held	Total Strength of the Committee	No of Members Present
1	31 <sup>st</sup> July, 2020	3	3
2	12 <sup>th</sup> September, 2020	3	3
3	11 <sup>th</sup> November, 2020	3	3
4	06 <sup>th</sup> February, 2021	3	3

### a) Brief Description of Terms of Reference:

The Company has an Audit Committee with scope of activities as set out in Part C of Schedule II with reference to the Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with section 177 of the Companies Act, 2013. The Committee acts as a link between the Statutory, Internal Auditors and the Board of Directors of the Company. The broad terms of reference of the Audit Committee are as under

#### i. Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and disclosure of its financial information
- Reviewing with the Management the quarterly unaudited financial results and Auditors Review Report thereon and make necessary recommendation to the Board.
- Reviewing with the Management audited annual financial statements and Auditors' Report thereon and make necessary recommendation to the Board. This would, inter-alia, include reviewing changes in the accounting policies, if any, major accounting estimates based on



exercise of judgment by the Management, significant adjustments made in the financial statements arising out of audit findings, disclosure of related party transactions, compliance with legal and other regulatory requirements with respect to the financial statements.

- Reviewing the Management Discussion & Analysis of financial and operational performance and Board's Report.
- Scrutiny of inter-corporate loans and investments.
- Reviewing the utilization of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding Rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments existing as on 1st April 2019. (w.e.f 1st April, 2019).

**ii. Internal Controls and Governance Processes**

- Review the adequacy and effectiveness of the Company's internal control system. Evaluation of Internal Financial Controls and Risk Management Systems, review and discuss with management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon.
- To oversee and review the functioning of a Vigil Mechanism / Whistle Blower Policy.
- Approval of Related Party Transactions (RPT) or any subsequent modifications of RPT and review of RPT on quarterly basis.
- Approval of appointment of Chief Financial Officer.

**i. Audit & Auditors**

- Review and monitor Auditor's Independence and performance and effectiveness of Audit process.
- Reviewing with the management, performance of internal and statutory auditors, adequacy of internal control systems.
- Review the scope of the Statutory Auditor, the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board, appointment, remuneration and terms of appointment of the Auditors including Internal Auditors.
- Approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.

**a) Review of information by Audit Committee:**

The following information is reviewed by the Audit Committee on mandatory basis:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

**2. NOMINATION AND REMUNERATION COMMITTEE:**

The Company has through its Board of Directors, constituted a Nomination and Remuneration Committee comprising of three directors. All the members of Nomination and Remuneration Committee are Non-Executive and Independent Directors.

**Composition:**

The Nomination & Remuneration Committee consists of the members as detailed below as on 31<sup>st</sup> March, 2021.



Sr.No.	Name of the Member	Category
1	Mr. Vinod Kankariya (Chairman)	Independent Non- Executive Director
2	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director
3	Mr. Askokkumar Bekal (Member)	Independent Non- Executive Director

**a) Meetings of Nomination and Remuneration Committee:**

During the financial year 2020-21, the Nomination and Remuneration Committee (formerly known as Remuneration Committee) met one time on 31<sup>st</sup> July, 2020. The attendance of each Committee member in the meeting during the financial year ended March 31, 2021 is given below:

Sr.No.	Name of member	Nomination and Remuneration Committee meetings(Financial Year 2020-2021)	
		Held during tenure	Attended
1	Mr. Vinod Kankariya	1	1
2	Mrs. Rajani Poddar	1	1
3	Mr. Askokkumar Bekal*	1	1

\*Mr. Askokkumar Bekal resigned from the membership of Nomination and Remuneration Committee w.e.f June 21, 2021 and Mr. Shashi Ashok Bekal has been appointed as a member of Nomination and Remuneration Committee w.e.f June 21, 2021.

Sr.No.	Dates on which Nomination and Remuneration Committee Meetings were Held	Total Strength of the Committee	No. of Members Present
1	31 <sup>st</sup> July, 2020	3	3

**c. Brief Description of Terms of Reference:**

The terms of reference of the 'Nomination and Remuneration Committee' inter-alia includes the following:

- \* To review, assess and recommend the appointment and remuneration of executive Directors.
  - \* To review the remuneration packages payable to executive Directors periodically and recommend suitable revision/ increments, whenever required to the Board of Directors of the Company.
  - \* To recommend the commission payable to the non-executive Director(s) in accordance with and upto the limits laid down under the Companies Act, 2013.
  - \* To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down.
  - \* To recommend to the Board the appointment and removal of the Director and shall carry out evaluation of every Director performance.
  - \* To formulate criteria for determining qualifications, positive attributes and independence of the Director.
  - \* To recommend to the Board of a 'policy' relating to the remuneration of Directors, Key Managerial Personnel and other employees.
  - \* To devise a policy on Board diversity
  - \* To carry out such other functions as delegated by the Board from time to time.
- a) Company's policy on appointment and remuneration of Directors and Key Managerial Personnel Pursuant to Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee(NRC) has formulated "Nomination and Remuneration Policy" which deals inter-alia with the appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees. The said policy is uploaded on the website of the Company and web-link thereto is <https://www.golkunda.com>

**I. Appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management:**

**1. Appointment Criteria and Qualifications:**

- a) A person being appointed as Director, KMP or in senior management should possess adequate qualification, expertise and experience for the position he/she is considered for appointment.





b) Independent Director:

i) Qualifications of Independent Director:

An Independent Director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the Company's business.

i) Positive attributes of Independent Directors:

An independent Director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices.

1. Removal:

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

2. Retirement:

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

II. Remuneration:

1. Directors:

a) Executive Directors (Managing Director, Manager or Whole Time Director):

i) At the time of appointment or re-appointment, the Executive Directors shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination and Remuneration (N&R) Committee and the Board of Directors) within the overall limits prescribed under the Companies Act, 2013.

ii) The remuneration shall be subject to the approval of the Members of the Company in General Meeting as per the requirement of the Companies Act, 2013.

iii) The remuneration of the Manager /CEO /Managing Director /Whole Time Director is broadly divided into fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company. In determining the remuneration (including the fixed increment and performance bonus), the Committee shall consider the following:

- \* the relationship of remuneration and performance benchmark;
- \* balance between fixed and incentive pay reflecting short and longterm performance objectives, appropriate to the working of the Company and its goals;
- \* responsibility required to be shouldered, the industry benchmarks and the current trends;
- \* The Company's performance vis-a-vis the annual budget achievement and individual performance.

b) Non-Executive Director:

\* The Non-Executive Independent Director may receive fees for attending meeting of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rupees One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

\* A Non-Executive Director may be paid commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the Committee.

\* The Committee may recommend to the Board, the payment of commission, to reinforce the principles of collective responsibility of the Board.

\* In determining the quantum of commission payable to the Directors, the Committee shall make its recommendation after taking into consideration the overall performance of the Company and the onerous responsibilities required to be shouldered by the Director. The total commission payable to the Directors shall not exceed prescribed limits as specified under Companies Act, 2013.



- \* The commission shall be payable on pro-rata basis to those Directors who occupy office for part of the year.

#### 1. KMP & Senior Managerial Personnel:

The remuneration to the KMP and Senior Management Personnel will be based on following guidelines:

- \* maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company;
- \* compensation should be reasonable and sufficient to attract retain and motivate KMP and senior management;
- \* Remuneration payable should comprise of a fixed component and a performance linked variable based on the extent of achievement of individual performance versus overall performance of the Company;
- \* Remuneration shall be also considered in form of long term incentive plans for key employees, based on their contribution, position and length of service, in the nature of ESOPS/ESPS.

#### II. Evaluation:

The Committee shall carry out evaluation of performance of every Director at regular interval (yearly). The Committee shall also formulate and provide criteria for evaluation of Independent Directors and the Board as a whole, if applicable.

#### a) Board Evaluation:

Pursuant to provisions of the Companies Act, 2013, Schedule IV and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

In line with effective governance requirements, the Board reviews its own performance annually using a pre-determined template designed as a tool to facilitate the evaluation process. The assessment was built around the functioning of the Board as a whole, its Committees and also evaluation of Individual Directors. The self-assessment format considered performance effectiveness with regard to the Board composition, expertise, dynamics, strategic oversight, risk management and internal control, succession planning and leadership.

While the individual Directors' performance was reviewed by the Chairman and thereto the Board, the Chairman's and Non-Independent Directors performance were appraised through feedback from Independent Directors.

#### 1. REMUNERATION OF DIRECTORS:

##### a) Details of Remuneration/Compensation Paid to the Non-Executive/Independent Director during the Year Ended 31.03.2021:

Name of Director	No. of Board Meetings Attended	Sitting Fees Paid (in Rs.)
Mr. Ashok Kumar K. Bekal *	4	NIL
Mrs. Rajani Poddar	4	32,000/-
Mr. Vinod Kankariya	4	32,000/-

\*Mr. Ashok Kumar K. Bekal has waived his sitting fees for attending the meeting of Board of Directors. None of the Non-executive Directors are holding any shares in the Company.

There are no pecuniary relationships or transaction of the Non-Executive Directors with the Company.

##### b) Criteria for Making Payments to Non-Executive Directors:

The Company pays sitting fees to Non Executive Directors of the Company for attending the Meeting of the Board of Directors @ Rs. 8,000/- (Rupees Eight Thousand Only) per Board Meeting. The Criteria for making payment to Non-executive Directors is disclosed on the website of the Company i.e. [www.golkunda.com](http://www.golkunda.com).



a) Details of remuneration paid to the Executive Directors during the year ended 31.03.2021 are as follows:

Name	Relation with Goltunda	Salary	Stock Option	Commission	Contribution to Provident Fund and other funds	Perquisites	Total
Mr. Kanti Kumar Dadha	Chairman and Managing Director	21,51,240	—	—	21,600	4,05,090	25,77,930
Mr. Karan Singh Baid	Whole Time Director	19,34,840	—	—	21,600	30,630	19,87,070
Mr. Arvind Kumar Dadha	Whole Time Director	19,52,540	—	—	21,600	46,403	20,20,543

Notes:

- \* Mr. Kanti Kumar Dadha (DIN: 00283289) was re-appointed as Chairman and Managing Director for the further period of three years at Annual General Meeting held on 12.09.2020 with effect from 1st October, 2020.
- \* Mr. Arvind Dadha (DIN: 00317631) was re-appointed as Whole Time Director of the Company for the period of Three years at Annual General meeting held on 12.09.2020 with effect from 1st October, 2020.
- \* Mr. Karan Singh Baid (DIN: 00283224) was re-appointed as Whole Time Director of the Company for the period of Three years at Annual General Meeting held on 12.09.2020 with effect from 10th November, 2020.

1. **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

The composition, role and powers of the Stakeholders Relationship Committee (formerly known as Shareholders and Investors Grievance Committee) meet the requirements of Part D of Schedule II with reference to Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178(5) of the Companies Act, 2013.

a) **Composition of Committee:**

Composition of Stakeholders' Relationship Committee is as follows.

The Stakeholders Relationship Committee consists of the members as detailed below as on 31<sup>st</sup> March, 2021.

Sr. No.	Name	Category
1	Mr. Vinod Kankariya (Chairman)	Independent Non- Executive Director
2	Mrs. Rajani Poddar (Member)	Independent Non- Executive Director
3	Mr. Askok kumar Bekal (Member)	Independent Non- Executive Director

b) **Terms of Reference of Committee:**

The Stakeholders Relationship Committee approves and monitors transfers and transmission of shares and replacement, split and consolidation of share certificates. The Committee also monitors redressal of complaints received from the shareholders relating to transfers/transmission of shares, non- receipt of annual reports and transfer of credit of shares to demat accounts, dividend and other investor-related matters.

c) **Meetings of Stakeholders Relationship Committee and Attendance during the Year:**

The Committee met 4 (Four) times during the year on the following dates viz. 31.07.2020, 12.09.2020, 11.11.2020 and 06.02.2021.

Sr.No.	Name	Stakeholders Relationship Committee meetings	
		Held during Tenure	Attended
1	Mr. Vinod Kankariya	4	4
2	Mrs. Rajani Poddar	4	4
3	Mr. Ashok Kumar K. Bekal*	4	4

\*Mr. Askokkumar Bekal resigned from the membership of Stakeholders Relationship Committee w.e.f June 21, 2021 and Mr. Shashi Ashok Bekal has been appointed as a member of Stakeholders Relationship Committee w.e.f June 21, 2021.



Sr.No.	Dates on which Stakeholders Relationship Committee Meetings were held	Total Strength of the Committee	Number of Members Present
1	31 <sup>st</sup> July, 2020	3	3
2	12 <sup>th</sup> September, 2020	3	3
3	11 <sup>th</sup> November, 2020	3	3
4	06 <sup>th</sup> February, 2021	3	3

**a) Name and Designation of Compliance Officer:**

Ms. Kopal Jain is acting as Company Secretary and Compliance Officer of the Company.

**b) Detail of Shareholders Complaints Received, Solved, Not Solved and Pending Share Transfers During the Year:**

Number of Shareholders Complaints received	2
Number of complaints resolved to the satisfaction of shareholders	2
Number of pending Complaints	0

**1. GENERAL BODY MEETINGS:**

**a) Location and Time Where Last Three Annual General Meetings (AGM) were Held:**

Year		Date	Time	Venue	Special Resolutions Passed
2019-20	30 <sup>th</sup>	12 <sup>th</sup> September, 2020	3.00 P.M.	Through Video conferencing (VC)/ other Audio Visual Means (OVAM)	Yes
2018-19	29 <sup>th</sup>	28 <sup>th</sup> September, 2019	3.00 P.M.	“Suncity Residency Hotel, Eden – Hall-1, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (E), Mumbai – 400 093”	Yes
2017-18	28 <sup>th</sup>	25 <sup>th</sup> September, 2018	3.00 P.M.	“Suncity Residency Hotel, Eden – Hall-1, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (E), Mumbai – 400 093”	No

**b) Details of Special Resolutions Passed during the Last 3 A.G.M./E.G.M. or any Special Resolution Passed through Postal Ballot:**

- > The Company has passed three Special Resolutions at the Annual General Meeting held on 12.09.2020 in respect of:
  - \* Re-appointment of Mr. Kantikumar Dadha as a Chairman and Managing Director and fixation of remuneration for the period of three years w.e.f. 01.10.2020.
  - \* Re-appointment of Mr. Arvind Dadha as a Whole Time Director and fixation of remuneration for the period of three years w.e.f.01.10.2020.
  - \* Re-appointment of Mr. Karansingh Baid as a Whole Time Director and fixation of remuneration for the period of three years w.e.f.10.11.2020.
- > The Company has passed two Special Resolutions at the Annual General Meeting held on 28.09.2019 in respect of:
  - \* Reappointment of Mr. B.K. Ashok as an Independent Director of the company
  - \* Revision / partial modification in the remuneration of Mr. Kantikumar Dadha, Managing Director of the Company
- > No special resolutions were passed at the Annual General Meeting held on 25.09.2018.
- > The Company has not passed any resolution through postal Ballot in the previous financial year.

**a) None of the business proposed to be transacted at the ensuing Annual General Meeting require passing of any resolution through postal ballot.**

**Compliance with Mandatory & Non-Mandatory Requirements**

The Company has complied with all mandatory requirements of Corporate Governance specified in Listing Regulations. The Company has adopted discretionary requirements specified in Part E of Schedule II of Listing Regulations as given below:

**The Board:** The Company is headed by an Executive Chairman.

**Shareholder's Rights:** Quarterly, half-yearly, annual financial results of the Company are published in English and Marathi newspapers and



are also forwarded to BSE Limited. The said results are also uploaded on the website of the Company [www.golkumda.com](http://www.golkumda.com). Hence, the same are not sent to the Shareholders of the Company by email or physically.

**Separate Post of Chairperson and Chief Executive Officer:** The post of Chairperson and Managing Director in the Company is held by a single person i.e. Mr. Kantikumar Dadha.

**Modified Opinion in Audit Report:** There was no qualification or modified opinion in the Independent Auditors' Report on Audited Financial Statements for the year ended 31st March, 2021.

#### **Compliance with the requirements of Corporate Governance**

All the requirements of Corporate Governance specified in Regulation 17 to 27 of Listing Regulations and of sub-regulation (2) of Regulation 46 of Listing Regulations have been complied with. Provisions of Registration 21 and 24 of Listing Regulations are not applicable to the company.

#### **1. MEANS OF COMMUNICATION:**

- a) The Unaudited quarterly/half yearly results are announced within forty-five days from the close of the quarter. The audited annual results are announced within sixty days from the closure of financial year as per the requirement of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.
- b) The approved financial results are forth with sent to the Stock Exchanges and are published in English Newspaper and a newspaper published in a regional language within forty-eight hours of the approval thereof.
- c) The Company's financial results and official press releases are displayed on the Company's website [www.golkunda.com](http://www.golkunda.com) under the investors section.
- d) Management Discussion and Analysis forms part of the Annual Report, which is sent to the Shareholders of the Company.
- e) The quarterly results, shareholding pattern, quarterly compliances, contact information of designated employees who are responsible for assisting and handling the investors grievance and all other corporate communication to the Stock Exchanges viz, The BSE Limited are filed electronically. The Company has complied with filing submission through BSE's BSE Listing Centre. The same information is updated on the website [viz. www.golkunda.com](http://www.golkunda.com) within the prescribed time limit.
- a) SCORES (SEBI Complaints Redressal System): SEBI has commenced processing of investor complaints in a centralized web based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.

#### **2. GENERAL SHAREHOLDER INFORMATION:**

1.	Date, time and the venue of 31 <sup>st</sup> AGM	14 <sup>th</sup> August 2021 at 3.00 p.m. Through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
2.	Financial Calendar	April 01, 2020 to March 31, 2021
3.	Date of Book Closure	Thursday, 12 <sup>th</sup> August, 2021 to Saturday, 14 <sup>th</sup> August, 2021 (Both days inclusive)
4.	Dividend Payment Date	30 <sup>th</sup> August, 2021 onwards after making adjustment of TDS in the dividend of member as per Income Tax Act., 1961, if final dividend is approved by the member
5.	Listed on Stock Exchange	BSE Limited, Phiroze Jeejeebhoy Towers, 1 <sup>st</sup> Floor, Dalal Street, Mumbai-400001
6.	Payment of Listing Fees	Annual listing fees for the financial year 2021-2022 has been paid to BSE Limited
7.	BSE Stock code	523676
8.	Payment of Depository Fees	Annual Custody / Issuer Fees for the F.Y. 2021-2022 has been paid to CDSL and NSDL

#### **8. Stock market price data for the last financial year ended March 31, 2021 on The Stock Exchange, Mumbai is as under:**

Date	Open (Rs.)	High (Rs.)	Low (Rs.)	Close (Rs.)	No. of Shares
April 2020	17.40	19.35	16.00	16.65	10627
May 2020	16.65	17.40	14.60	15.20	9134
June 2020	15.25	15.25	13.10	14.15	12848
July 2020	14.00	16.70	13.31	16.70	21113
August 2020	17.50	21.75	16.70	20.90	48883
September 2020	21.90	21.90	16.50	17.90	11393
October 2020	17.90	19.75	15.55	16.50	10230
November 2020	14.85	19.70	14.50	18.00	18048
December 2020	18.70	20.90	16.80	18.25	23220
January 2021	19.00	20.85	17.10	18.00	31834
February 2021	18.65	21.10	16.80	18.20	29342
March 2021	19.00	21.20	17.75	19.50	34058



9. Registrar & Share Transfer Agent		Link Intime India Private Limited C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083			
10. Share Transfer System		The Company's shares are traded in the Stock Exchange compulsorily in demat mode. Shares sent for physical transfer or dematerialization requests are registered promptly within stipulated time from the date of receipt of completed and validly executed documents.			
11. Distribution of shareholding as on March 31, 2021					
	No. of Shares Nominal Value	No. of Shareholders	% of Shareholders	Total Shares	% of Amount
	1 to 5000	6141	99.449	1137454	16.333
	5001 to 10000	12	0.195	90448	1.298
	10001 to 20000	9	0.146	130491	1.874
	20001 to 30000	2	0.032	52935	0.760
	30001 to 40000	3	0.049	119500	1.716
	40001 to 50000	1	0.016	49000	0.704
	50001 to 100000	1	0.016	64000	0.919
	100001 and above	6	0.097	5320252	76.396
	TOTAL	6175	100.000	6964080	100.000
12. Shareholding pattern as on March 31, 2021					
Category				No. of Shares	% of total
Promoter's holding				5133326	73.711
Financial Institution / Banks				100	0.001
NRIs / OCBs				999	0.014
Companies / Bodies Corporate				34053	0.489
Clearing Members				533	0.008
General Public				1373668	19.726
Investor Education & Protection Fund				421401	6.051
Total				69,64,080	100.00
13. Dematerialization of Shares and liquidity		As on 31.03.2021, 92.17% of the Company's Equity Shares representing 64,19,095 Equity Shares were held in dematerialized form with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).			
14. Outstanding GDR's / ADR's / Warrants or any Convertible Instruments		The Company does not have outstanding GDRS/ADRS/Warrants or any Convertible instruments.			
15. Plant Location (Development Centre)		G-30,Gems&Jewellery,Complex-III,SEEPZ,Andheri(E),Mumbai-400096			
16. Address for Correspondence (for dematerialization/ transfer of shares, payment of dividend on shares, and any other query relating to the shares of the Company For any other queries		Link Intime India Private Limited C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083  G-30, Gems & Jewellery, Complex III, SEEPZ, Andheri (E), Mumbai- 400096			
17. Reconciliation of Share Capital Audit		A qualified practicing Company Secretary carry out a secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.			
18. Compliance Officer		Ms. Kopal Jain (Company Secretary) G-30, Gems & Jewellery, Complex III, SEEPZ, Andheri (E), Mumbai 400096 Tel No. 022-28290155/56 Email ID: cs@golkunda.com			





<b>19. Investor Correspondence</b>	Any query relating to shares and request for transactions such as transfer, transmission and nomination facilities, duplicate share certificates, change of address, non-receipt of dividend/ and/or Annual Report, and also regarding dematerialization/ rematerialisation of shares may be taken up with the Registrar and Transfer Agent. Link Intime India Pvt. Ltd. C101, 247 Park, LBS Marg, Vikhroli West, Mumbai-400083
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3. **COMPLIANCE CERTIFICATE BY AUDITORS:** The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated under Schedule V (E) of the SEBI (LODR) Regulations which is annexed herewith.

**OTHER DISCLOSURES:**

- a) There were no materially significant related party transactions during the year having conflict with the interests of the Company:

The Company has put in place a policy for Related Party Transactions (RPT Policy) which has been approved by the Board of Directors. The Policy provides for identification of RPTs, necessary approvals by the Audit Committee/Board/Shareholders, reporting and disclosure requirements in compliance with Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All contracts executed by the Company during the financial year with related parties were under the ordinary course of business and on arm's length basis.

The Related Party transactions policy is posted on the Company's website [www.golkunda.com](http://www.golkunda.com).

- a. There has been no material non-compliance by the Company or penalty or strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last 3 years.
- b. In Compliance of the Companies Act, 2013 and Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Policy also provides for adequate safeguard against victimization of Whistle Blower who avails of such mechanism and also provides for the access to the Chairman of Audit Committee. None of the Whistle Blowers have been denied access to the Audit Committee. The Whistle Blower policy is posted on the Company's website [www.golkunda.com](http://www.golkunda.com)
- c. The Company has duly complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR).
- d. In compliance with the discretionary requirements as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Company has financial statements with unmodified audit opinion, and the internal auditors are directly reporting to the Audit Committee.
- f. The Company has complied with the corporate governance requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable.

For on and on behalf of Board of Directors  
**For Golkunda Diamonds and Jewellery Limited**

Date: 21.06.2021  
Place: Mumbai

**KantiKumar Dadha**  
Chairman and Managing Director

**Details of Directors seeking Re election:**

Mr. Arvind Dadha retires by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re – election. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Additional information and experience relating to the Directors who are getting appointed/re-appointed is furnished in the Annual Report.



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
The Members of  
**GOLKUNDA DIAMONDS AND JEWELLERY LIMITED**  
G-30, Gems and Jewellery Complex-III, Seepz,  
Andheri (East),  
Mumbai 400096.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Golkunda Diamonds and Jewellery Limited having CIN L36912MH1990PLC058729 and having registered office at G-30, Gems and Jewellery Complex-III, Seepz, Andheri (East), Mumbai 400096 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31<sup>st</sup> March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	MR. KANTIKUMAR DADHA	00283289	30/10/1996
2	MR. KARANSINGH BAID	00283224	10/11/2011
3	MR. ARVIND KANTIKUMAR DADHA	00317631	01/10/2009
4	MR. ASHOK KUMAR KENATINKARA BEKAL	00922780	10/04/2003
5.	MRS. RAJANI PODDAR	07224114	12/08/2016
6.	MR. VINOD GULABCHANDJI KANKARIYA	06886764	10/08/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Kala Agarwal**  
**Practising Company Secretary**  
**CP No.: 5356**  
**Membership No.: 5976**  
**UDIN: F005976C000492044**

**Place: Mumbai**  
**Date: 21.06.2021**



## MANAGEMENT DISCUSSION AND ANALYSIS

### Indian Economy

The outbreak of the COVID-19 pandemic in March 2020 along with the national lockdown in India disrupted economic activities including demand and supply chain resulting in a significant slowdown of the Indian economy.

With the staggered unlocking measures from May/ June 2020 onwards some normalcy started getting restored. The manufacturing sector witnessed a fast recovery from second quarter of 2020-21 coupled with a revival of consumer demands during the festive season. Widespread monsoon with healthy crops and increased rural demand also helped recovery of the Indian economy in the second half of last fiscal. The service sector was more vulnerable than manufacturing. Indian economy as per the second advance estimates is estimated to have contracted at (8%) during 2020-21 compared to a growth of 4% in 2019-20.

A sharp surge in the cases during the second wave of Covid-19 since the second week of April 2021 had lead to many state governments announcing strict lockdowns / restrictions on movement etc. and this is affecting the economic activity especially of Micro, Small and Medium Enterprises. Economic impact of the second wave could intensify in the next few weeks due to lower mobility. The overall impact of the second wave on the economy is difficult to assess presently, but it is likely to negatively affect GDP growth in the first quarter.

With emergence of strong second wave of Covid-19 pandemic, the Indian economy is now projected to grow at about 10% during fiscal 2021-2022.

### Industry Structure and Developments:

The Company is a part of an Industry, which largely operates through unorganized constituents. However, unlike the industry, the Company has attempted to operate through as systematic and organized manner as possible. However, since Diamonds and Jewellery is one industry, in which India holds, commendable position in the world, akin to the software industry, one can look forward to more international involvement coming up in this industry.

### Opportunities and Threats:

Following can be termed as the opportunities / strengths of the Company:

- Induction of widely experienced and specialized personnel on the Board.
- Good combination of technical as well as advisory personnel in the management.
- More and more benefits and exemptions are likely to come in the way of exports and Special Economic Zones and the Company, having commendable exports and being situated in SEEPZ-SEZ, is likely to receive the advantage of the same.
- Some of the world retail majors have decided sometime back to source part of their requirements from India. This shall further the growth of the Diamond industry in India.
- The unfavorable government policies cut throat competition amongst manufacturers and exporters remains major concerns for the Gems and Jewellery Business.

### Outlook:

The Company has done reasonable in the current year and expects to achieve a really good percentage of market share in the Diamond manufacturing and Jewellery marketing fields. The outlook for the Company can therefore be termed as optimistic and expects higher growth than inflation and average growth in the industry.

Growth of the Gems and Jewellery Industry is expected to be moderate to better in the years to come depending on the policies of the Government. However Gems and Jewellery Industry is seeing robust growth in the years to come. The Growth rate of the Gems and Jewellery Industry is closely related to the growth of the other Sector and hence movements and developments in the other sectors would also indirectly affect the future of Gems and Jewellery Industry.

### Changes in Key Financial Ratios:

Pursuant to provisions of Regulation 34 (3) of SEBI (LODR) Regulation, 2015 read with Schedule V part B(1) details of changes in Key Financial Ratios is given hereunder:

S. NO.	Key Financial Ratio		FY 2020-21	*FY 2019-20
1.	Debtors Turnover Ratio	Times	4.83	3.57
2.	Inventory Turnover Ratio	Times	7.33	6.87
3.	Interest Coverage Ratio	Times	4.06	3.02
4.	Current Ratio	Times	1.53	1.67
5.	Debt Equity Ratio	Times	1.08	1.05
6.	Operation Profit Margin	%	3.36	3.97
7.	Net Profit Margin	%	2.26	2.34
8.	Change in Return on Net Worth	%	8.81	7.79

\*Previous year's Figures have been regrouped / rearranged wherever necessary



#### **Risks and Concerns:**

Following can be some of the risks and concerns the Company needs to be wary of:

- The largely unorganized structure of the market can affect the systematic functioning of the Company.
- Political instability, which has at tremendous impact on the capital markets.
- Likely opening up of the economy, which can be a double-edge sword.
- The Diamond market in India is heavily influenced by the US Markets.
- The major income component of the Company being exports, changes in economies or government policies of the countries to which the Company is exporting may also affect the operations of the Company.
- Increasing competition among the Indian Exporters in this industry.
- Internal Control Systems and their Adequacy:

The Company has adequate internal control procedures commensurate with the size of the Company and the nature of its business for purchase of stores, raw materials, components, plant and machinery, equipment and other assets, and for the sale of goods.

The Company also has in place an Audit Committee to have a periodic overview of the internal control procedures of the Company. The Audit committee is accessible at all times to the employees of the Company for any improvement to be recommended in the procedures in place.

#### **Discussion on Financial Performance of the Company:**

The financial performance of the Company has declined in the year under review.

The sales were Rs. 1,73,45,75,071/- as compared to Rs. 1,32,74,49,964/- in the previous year. The Profit after tax in the current year was Rs. 2,69,02,875/- as compared to Rs. 2,18,32,298/- in the previous year.

#### **Export performance and Foreign Exchange earnings:**

The Company is making contribution other foreign exchange earnings by the Country in view of the fact that the Export and Foreign exchange earnings stood at Rs. 1,69,79,69,861/- during the financial year under review.

#### **Industrial Relations and Human Resources:**

The Company considers that its relationship with its employees is vital and ensures that employees feel valued and is endeavoring to create an environment and culture within which every employee can put his best efforts and maximize his contribution.

The Company ensures that all its employees remain competent through education, skills, training and experience as necessary. The Company has had cordial relations between the management and employees and an atmosphere of harmonious working to achieve the business objectives of the Company throughout the year. The Company is poised to motivate each of its employees to perform to the fullest extent possible and to appropriately reward their excellence.

#### **Cautionary Note:**

Statements in this report and Corporate Governance Report read together with the Directors' Report and financial statement describing the Company's objectives, projections, estimates, expectations and predictions, may be "forward looking statements". Actual results may differ from those expressed or implied due to variations in prices of raw materials, seasonal demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and other incidental factors.



**MANAGING DIRECTOR (MD) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION**

To,  
The Board of Directors,  
**GOLKUNDA DIAMONDS & JEWELLERY LIMITED**  
Mumbai

We, Kantikumar Dadha, Managing Director and Ashish Dadha, Chief Financial Officer of Golkunda Diamonds & Jewellery Limited, to the best of our knowledge and belief certify that:

- 1) We have reviewed the financial statements and the cash flow statement of Golkunda Diamonds & Jewellery Limited for the year ended March 31, 2021 and that to the best of our knowledge and belief:
  - a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- 3) We accept responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of the internal control systems of the Company and they have disclosed to the auditors and the Audit Committee, Deficiencies in the design or operation of internal controls, if any, of which they have take nor propose to take to rectify these deficiencies.
- 4) We have indicated to the Auditors and the Audit Committee except changes in the position of members of the Committee:
  - a) There are no significant changes in internal control during the year;
  - b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to Financial Statements; and
  - c) There have been no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control systems.

Date: 21.06.2021

Kantikumar Dadha  
Managing Director

Ashish Dadha  
Chief Financial Officer

To,  
The members of  
**GOLKUNDA DIAMONDS & JEWELLERY LIMITED**  
Mumbai

**DECLARATION REGARDING CODE OF CONDUCT**

I, Kantikumar Dadha, Chairman & Managing Director of **GOLKUNDA DIAMONDS & JEWELLERY LIMITED**, to the best of my knowledge and belief, declare that all the members of Board of Directors, Senior Management Personnel, and Designated Employees have affirmed Compliance with the Code of Conduct for the year ended 31<sup>st</sup> March 2021.

**FOR GOLKUNDA DIAMONDS & JEWELLERY LIMITED**

KANTIKUMAR DADHA  
Chairman & Managing Director  
DIN: 00283289

Place: Mumbai  
Date: 21.06.2021



**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**  
(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligation and Disclosure requirement) Regulations, 2015)

**TO THE MEMBERS OF  
GOLKUNDA DIAMONDS & JEWELLERY LIMITED.**

1. This certificate is issued in accordance with the terms of our engagement letter with **Golkunda Diamonds & Jewellery Limited** ("the Company").
2. We, Motilal & Associates LLP Chartered Accountants, the Statutory Auditors of the Company, have examined the compliance of conditions of Corporate Governance by the Company for the year ended March 31, 2021, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

**Management's Responsibility**

3. The compliance with the terms and conditions contained in the Corporate Governance is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in SEBI Listing Regulations

**Auditor's Responsibility**

4. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations for the year ended 31 March 2021.
5. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) I, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements

**Opinion**

8. In our opinion, and to the best of our information and according to explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Restriction on use**

10. The certificate is addressed and provided to the members of the Company solely for the purpose of complying with the requirement of the Listing Regulations and may not be suitable for any other purpose. We have no responsibility to update this certificate for events and circumstances occurring after the date of this certificate. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**FOR MOTILAL & ASSOCIATES LLP**  
**CHARTERED ACCOUNTANTS**  
(Formerly known as Motilal & Associates)  
Firm Registration No.106584W

**(CA MUKESH P. MODY)**  
**PARTNER**  
Membership No. 042975  
UDIN: 21042975AAAABS9195

Mumbai, 21<sup>st</sup> June, 2021.



## INDEPENDENT AUDITORS' REPORT

TO  
THE MEMBERS OF GOLKUNDA DIAMONDS & JEWELLERY LIMITED

### Report on the Audit of the Financial Statements

We have audited the accompanying financial statements of **GOLKUNDA DIAMONDS & JEWELLERY LIMITED** ('the Company'), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss (including Other Comprehensive income), the Statement of Cash Flows and the Statement of Changes in equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the 'Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2021, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Emphasis of Matter

The outbreak of corona virus (Covid-19) pandemic globally and in India causing significant disturbances and slowdown of economic activity. We draw attention to Note 35 of the financial statement regarding the uncertainties arising out of this pandemic and the assessment made by the Management on its financial condition, liquidity and operations for the year ended 31st March, 2021.

Further, we were not able to participate in the physical verification of inventory that was carried out by the management. Consequently for valuation of stock we have relied on the certificate issued by the Management of the Company.

Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit matter	Auditor's Response
1.	<p><b>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of Ind AS 115 "Revenue from Contracts with Customers".</b></p> <p>The revenue standard establishes a comprehensive framework for determining whether, how much and when revenue is recognized. This involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of identified performance obligation, the appropriateness of the basis used to measure revenue recognized over a period. Additionally, the standard mandates robust disclosures in respect of revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p>	<p><b>PRINCIPAL AUDIT PROCEDURES</b></p> <p>Our audit procedures on adoption of Ind AS 115, Revenue from contracts with Customers ('Ind AS 115'), which is the revenue accounting standard, include –</p> <ul style="list-style-type: none"><li>• Evaluated the design and implementation of the processes and internal controls relating to implementation of the revenue accounting standard;</li><li>• Evaluated the detailed analysis performed by management on revenue streams by selecting samples for the existing contracts with customers and considered revenue recognition policy in the current period in respect of those revenue streams;</li><li>• Evaluated the changes made to IT systems to reflect the changes required in revenue recognition as per the revenue standard; and</li><li>• Evaluated the appropriateness of the disclosures provided under the revenue standard and assessed the completeness and mathematical accuracy of the relevant disclosures.</li></ul>





### Information and Other than the financial statements and Auditors' Report thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexure to Board's Report, Corporate Governance and Shareholders' Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement therein; we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations. We have nothing to report in this regard.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134 (5) of the Companies Act, 2013 (hereinafter referred to as "the Act") with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit & loss (financial performance including other comprehensive income), cash flows and changes in equity of the company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditors' Responsibilities for the Audit of Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for explaining our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our Conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative



materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive income, the Statement of Changes in Equity, and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with relevant rules issued thereunder;
  - (e) On the basis of the written representations received from the directors of the Company as on 31st March, 2021, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021, from being appointed as a Director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
  - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - (i) The Company does not have any pending litigations which would impact its financial position.
    - (ii) The Company did not have any long-term contracts including derivative contracts as at March 31, 2021 for which there were no material foreseeable losses;
    - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**FOR MOTILAL & ASSOCIATES LLP**  
**CHARTERED ACCOUNTANTS**  
**(Formerly known as Motilal & Associates)**  
**Firm Registration No.106584W**

**(CA MUKESH P. MODY)**  
**PARTNER**  
**Membership No. 042975**  
**UDIN: 21042975AAAABS9195**

Mumbai, 21<sup>st</sup> June, 2021.



**“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF  
GOLKUNDA DIAMONDS & JEWELLERY LIMITED DATED JUNE 21, 2021.**

**Report on the matters specified in paragraph 3 of the Company’s (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 (“the Act”) as referred to in paragraph 1 of ‘Report on Other Legal and Regulatory Requirement’s section’.**

- (1) (a) The company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company have been physically verified by the management at reasonable intervals. No material discrepancies between the book records and the physical inventory have been noticed.
- (c) According to information and explanations given to us all and on the basis of our examination of the records of the company the title deed of immovable properties is held in the name of the company.
- (2) As explained to us the inventory has been physically verified by the management at reasonable intervals. On the basis of our examination of the inventory records, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
- (3) According to the information and explanation given to us, the company has not granted unsecured loan to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, clauses 3 (iii) (a) to (c) of the Order are not applicable.
- (4) In Our opinion and according to the information and explanations given to us during the course of the audit, the company has not entered into any transaction that attract the provisions of section 185 and 186 of the Companies Act, 2013.
- (5) According to the information and explanations given to us, the Company has not accepted any deposits from public during the year and hence reporting under paragraph 3 (v) of the Order is not applicable to the Company.
- (6) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company’s products. Accordingly the provisions of clause 3 (vi) of the Order are not applicable.
- (7) According to the information and explanations given to us and the records of the Company examined by us in respect of statutory dues:
  - (a) The Company has generally been regular in depositing the undisputed statutory dues, including provident fund, employees’ state insurance, income tax, Goods and Service Tax (GST), Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - (b) There were no undisputed amounts payable in respect of provident fund, employees’ state insurance, income tax, Goods and Service Tax (GST), Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2021 for a period of more than six months from the date they became payable.
- (8) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to bank.
- (9) According to the information and explanations given to us the Company has not raised any money by way of initial public offer (including debt instruments) or term loans during the year and hence reporting under paragraph 3 (ix) of the Order is not applicable to the Company.
- (10) During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.
- (11) As per the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the provisions of section 197 read with Schedule V to the Companies Act.
- (12) The Company is not a Nidhi Company and hence reporting under paragraph 3 (xii) of the Order is not applicable to the Company.
- (13) In our opinion and according to the information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013, where applicable, and the details have been disclosed in the Financial Statements etc., as required by the applicable Ind AS;
- (14) Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year



under review, and hence reporting under paragraph 3 (xiv) of the Order is not applicable to the company.

- (15) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him. Thus the provisions of section 192 of Companies Act, 2013 are not applicable to the company;
- (16) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**FOR MOTILAL & ASSOCIATES LLP**  
**CHARTERED ACCOUNTANTS**  
**(Formerly known as Motilal & Associates)**  
**Firm Registration No.106584W**

**(CA MUKESH P. MODY)**  
**PARTNER**  
**Membership No. 042975**  
**UDIN: 21042975AAAABS9195**

**Mumbai, 21<sup>st</sup> June, 2021.**



**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT TO THE MEMBERS OF  
GOLKUNDA DIAMONDS & JEWELLERY LIMITED DATED JUNE 21, 2021.**

**Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”) as referred to in paragraph 2(f) of ‘Report on Other Legal and Regulatory Requirement’s section’.**

We have audited the internal financial controls over financial reporting of **GOLKUNDA DIAMONDS & JEWELLERY LIMITED** (the ‘Company’) as of 31<sup>st</sup> March, 2021 in conjunction with our audit of Ind AS financial statements of the Company for the year ended of that date.

**Management’s Responsibility for Internal Financial Controls**

The Management and Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the “Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.” These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the “Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India” and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial

reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial

reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



### **Opinion**

In our opinion, to the best of our Information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India."

**FOR MOTILAL & ASSOCIATES LLP**  
**CHARTERED ACCOUNTANTS**  
**(Formerly known as Motilal & Associates)**  
**Firm Registration No.106584W**

**(CA MUKESH P. MODY)**  
**PARTNER**  
**Membership No. 042975**  
**UDIN: 21042975AAAABS9195**

**Mumbai, 21<sup>st</sup> June, 2021.**



**Balance Sheet As at 31st March, 2021**

Particular	Note	As at March 31, 2021	As at March 31, 2020
<b>ASSETS</b>			
<b>Non - Current Assets</b>			
Property, Plant and Equipment	2 (a)	3,79,69,525	3,33,35,861
Intangible Assets	2 (b)	2,58,323	2,46,675
Financial Assets :			
Other Financial Assets	3	3,13,20,228	50,58,160
Deferred tax asset (net)	4	6,11,147	32,76,507
Other non-current assets		-	-
<b>Sub Total - Non - Current Assets</b>		<b>7,01,59,223</b>	<b>4,19,17,203</b>
<b>Current Assets</b>			
Inventories	5	23,93,13,670	19,28,88,097
Financial Assets			
Trade receivables	6	36,44,02,425	34,40,67,297
Cash and cash equivalents	7	1,84,71,216	53,64,975
Other bank balances	8	4,71,03,918	5,20,30,195
Other Financial Assets (MTM)		10,02,984	(61,00,657)
Other current assets	9	3,30,55,220	2,36,84,476
<b>Sub Total - Current Assets</b>		<b>70,33,49,433</b>	<b>61,19,34,383</b>
<b>TOTAL - ASSETS</b>		<b>77,35,08,656</b>	<b>65,38,51,586</b>
<b>EQUITY AND LIABILITIES</b>			
Equity Share Capital	10	6,96,40,800	6,96,40,800
Other Equity	11	23,57,78,605	21,06,16,349
<b>Total Equity</b>		<b>30,54,19,405</b>	<b>28,02,57,149</b>
<b>Liabilities</b>			
<b>Non - Current Liabilities</b>			
Financial Liabilities			
Borrowings	12	-	1,46,581
Provisions (Gratuity)		80,20,108	75,57,554
<b>Total - Non - Current Liabilities</b>		<b>80,20,108</b>	<b>77,04,135</b>
<b>Current Liabilities</b>			
Financial Liabilities			
Borrowings	13	33,04,90,995	29,28,17,716
Trade Payables	14	11,18,74,283	6,10,00,381
Other Current liabilities	15	64,03,865	35,72,206
Provisions	16	1,13,00,000	85,00,000
<b>Total - Current Liabilities</b>		<b>46,00,69,143</b>	<b>36,58,90,302</b>
<b>TOTAL - EQUITIES AND LIABILITIES</b>		<b>77,35,08,656</b>	<b>65,38,51,586</b>
<b>Significant accounting policies</b>	1		
<b>Contingent liabilities and commitments</b>	26		

As per our report of even date  
**FOR MOTILAL & ASSOCIATES LLP**  
(Formerly known as Motilal & Associates)  
Chartered Accountants  
FRN.: 106584W

For and on behalf of Board of Directors

**CA MUKESH P. MODY**  
Partner  
FCA 042975

**ASHISH DADHA**  
Chief Financial Officer

**CS KOPAL JAIN**  
Company Secretary  
ACS-50718

**KANTIKUMAR DADHA**  
Chairman & Managing Director  
DIN-00283289

**KARANSINGH BAID**  
Whole Time Director  
DIN-00283224

**ARVIND DADHA**  
Whole Time Director  
DIN-00317631

Date:- 21st June 2021





Statement of Profit and Loss for the year ended 31st March, 2021

Particular	Note	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Revenue</b>			
Revenue from Operations	17	1,73,45,75,071	1,32,74,49,964
Other income	18	40,33,017	38,86,983
<b>Total Revenue</b>		<b>1,73,86,08,088</b>	<b>1,33,13,36,947</b>
<b>Expenses</b>			
Cost of materials consumed	19	1,57,01,50,186	1,15,62,31,376
Increase/Decrease in stock in trade	20	1,33,31,649	2,59,51,183
Employee benefits expense	21	4,81,73,166	5,05,93,229
Finance costs	22	1,41,41,968	1,71,86,792
Depreciation	2	46,82,934	41,21,202
Other expenses	23	4,94,91,132	4,66,06,420
<b>Total Expenses</b>		<b>1,69,99,71,035</b>	<b>1,30,06,90,201</b>
<b>Profit Before Tax</b>		<b>3,86,37,053</b>	<b>3,06,46,746</b>
<b>Tax expense:</b>			
Current Tax		1,13,00,000	85,00,000
Deferred Tax		4,34,178	3,14,448
		<b>1,17,34,178</b>	<b>88,14,448</b>
<b>Profit/(Loss) for the year</b>		<b>2,69,02,875</b>	<b>2,18,32,298</b>
<b>Other Comprehensive Income</b>			
<b>Items that will not be reclassified to profit or loss</b>			
(i) Remeasurement of Defined Benefit Plan		3,51,001	(5,65,421)
(ii) Income Tax related to item (i)		97,648	(1,57,300)
		<u>2,53,353</u>	<u>(4,08,121)</u>
<b>Items that will be reclassified to profit or loss</b>			
(i) MTM Gain/(Loss) on derivative instruments		10,02,984	(61,00,657)
(ii) Income Tax related to item (i)		2,79,030	(16,97,203)
		<u>7,23,954</u>	<u>(44,03,454)</u>
<b>Other Comprehensive Income (Net of Tax)</b>		<u>9,77,307</u>	<u>(48,11,575)</u>
<b>Total Comprehensive Income for the year</b>		<b>2,78,80,182</b>	<b>1,70,20,724</b>
<b>Earnings per equity share (Face value of Rs.10 each)</b>	24		
Basic		3.86	3.13
Diluted		3.86	3.13
<b>Significant Accounting Policies</b>	1		

As per our report of even date  
**FOR MOTILAL & ASSOCIATES LLP**  
(Formerly known as Motilal & Associates)  
Chartered Accountants  
FRN.: 106584W

For and on behalf of Board of Directors

**CA MUKESH P. MODY**  
Partner  
FCA 042975

**ASHISH DADHA**  
Chief Financial Officer

**CS KOPAL JAIN**  
Company Secretary  
ACS-50718

**KANTIKUMAR DADHA**  
Chairman & Managing Director  
DIN-00283289

**KARANSINGH BAID**  
Whole Time Director  
DIN-00283224

**ARVIND DADHA**  
Whole Time Director  
DIN-00317631

Date:- 21st June 2021



Statement of changes in Equity for the year ended 31st Mar, 2021						
		2020-2021		2019-2020		
<b>A Equity share capital:</b>						
Particulars	Note	No. of shares	Amount	No. of shares	Amount	
<b>Issued, subscribed and fully paid up at Beginning of the year</b>	10	69,64,080	6,96,40,800	69,64,080	6,96,40,800	
Equity shares of Rs.10 each						
Changes during the year	-	-	-	-	-	
<b>Issued, subscribed and fully paid up at end of the year</b>	10	69,64,080	6,96,40,800	69,64,080	6,96,40,800	
Equity shares of Rs.10 each						
<b>A Other Equity:</b>						
Particulars	Securities Premium Reserve	General Reserve	Retained Earnings	Other comprehensive income		Total
				MTM	Remeasurement of defined benefit plan	
<b>Balance as at 31st Mar'2019</b>	<b>28,00,000</b>	<b>1,24,16,915</b>	<b>18,60,87,739</b>	<b>(4,96,237)</b>	<b>-</b>	<b>20,08,08,417</b>
Profit for the year	-	-	2,18,32,298	-	-	2,18,32,298
Other comprehensive income	-	-	-	(48,99,691)	(4,08,121)	(53,07,812)
Previous year's Rectification under Deferred Tax	-	-	(81)	-	-	(81)
<b>Total comprehensive income</b>	<b>28,00,000</b>	<b>1,24,16,915</b>	<b>20,79,19,956</b>	<b>(53,95,928)</b>	<b>(4,08,121)</b>	<b>21,73,32,823</b>
<b>Transactions with owners in their capacity as owners:</b>						
Dividends distributed to equity shareholders	-	-	55,71,281	-	-	55,71,281
Corporate dividend tax on dividend paid	-	-	11,45,193	-	-	11,45,193
<b>Balance as at 31st Mar'2020</b>	<b>28,00,000</b>	<b>1,24,16,915</b>	<b>20,12,03,482</b>	<b>(53,95,928)</b>	<b>(4,08,121)</b>	<b>21,06,16,349</b>
<b>Balance as at 31st Mar'2020</b>	<b>28,00,000</b>	<b>1,24,16,915</b>	<b>20,12,03,482</b>	<b>(53,95,928)</b>	<b>(4,08,121)</b>	<b>21,06,16,349</b>
Profit for the year	-	-	2,69,02,875	-	-	2,69,02,875
Other comprehensive income	-	-	-	49,70,108	2,53,353	52,23,461
Previous year's Rectification under Deferred Tax	-	-	-	-	-	-
<b>Total comprehensive income</b>	<b>28,00,000</b>	<b>1,24,16,915</b>	<b>22,81,06,357</b>	<b>(4,25,820)</b>	<b>(1,54,768)</b>	<b>24,27,42,685</b>
<b>Transactions with owners in their capacity as owners:</b>						
Dividends distributed to equity shareholders	-	-	69,64,080	-	-	69,64,080
<b>Balance as at 31st Mar'2021</b>	<b>28,00,000</b>	<b>1,24,16,915</b>	<b>22,11,42,277</b>	<b>(4,25,820)</b>	<b>(1,54,768)</b>	<b>23,57,78,605</b>

As per our report of even date  
**FOR MOTILAL & ASSOCIATES LLP**  
(Formerly known as Motilal & Associates)  
Chartered Accountants  
FRN.: 106584W

For and on behalf of Board of Directors

**ASHISH DADHA**  
Chief Financial Officer

**KANTIKUMAR DADHA**  
Chairman & Managing Director  
DIN-00283289

**CA MUKESH P. MODY**  
Partner  
FCA 042975

**CS KOPAL JAIN**  
Company Secretary  
ACS-50718

**KARANSINGH BAID**  
Whole Time Director  
DIN-00283224

**ARVIND DADHA**  
Whole Time Director  
DIN-00317631

Date:- 21st June 2021



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

		2020-21		2019-20	
		Rs.	Rs.	Rs.	Rs.
<b>I CASH FLOW FROM OPERATING ACTIVITIES</b>					
Net Profit Before Tax & Extra-ordinary Items			3,86,37,053		3,06,46,746
Adjustments for -					
Depreciation		46,82,934		41,21,202	
Interest Charged		1,09,15,283		1,25,64,859	
Foreign Exchange Rate Difference		(2,44,32,322)		(2,16,03,574)	
Scrap Written Off		39,424		-	
Profit/Loss On Sale Of Car		(1,39,480)	(89,34,161)	41,059	(48,76,454)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>			<b>2,97,02,892</b>		<b>2,57,70,292</b>
Adjustments for :					
Trade & Other Receivable		(3,28,92,116)		4,45,81,047	
Inventories		(4,64,25,573)		(4,17,87,893)	
Liabilities		5,45,19,118	(2,47,98,571)	45,04,081	72,97,235
Cash Generated from Operations			49,04,321		3,30,67,526
Direct Tax Paid			(53,13,756)		(1,05,57,327)
Cash Flow Before Extra-Ordinary Items			(4,09,435)		2,25,10,199
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>A</b>		<b>(4,09,435)</b>		<b>2,25,10,199</b>
<b>II CASH FLOW FROM INVESTING ACTIVITIES :</b>					
Purchases of Fixed Assets		(93,67,671)		(96,35,519)	
Sale of Fixed Assets		1,39,480		1,72,882	
Capital WIP		-		1,33,908	
Change in Other Bank Balance and cash not available for immediate use		(2,13,35,791)		(34,85,200)	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>B</b>		<b>(3,05,63,982)</b>		<b>(1,28,13,929)</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>					
Proceeds from Borrowings		3,75,26,698		(1,16,08,440)	
Dividend paid		(69,64,080)		(55,71,281)	
Tax on dividend paid		-		(11,45,193)	
Interest Paid		(1,09,15,283)		(1,25,64,859)	
<b>NET CASH USED IN FINANCE ACTIVITIES</b>	<b>C</b>		<b>1,96,47,335</b>		<b>(3,08,89,773)</b>
<b>III FOREIGN EXCHANGE RATE DIFFERENCE</b>	<b>D</b>		<b>2,44,32,322</b>		<b>2,16,03,574</b>
<b>Net Decrease in Cash and Cash Equivalents (A+B+C+D)</b>			<b>1,31,06,240</b>		<b>4,10,072</b>
<b>Opening Balance of Cash &amp; Cash Equivalents</b>			<b>53,64,975</b>		<b>49,54,903</b>
<b>IV Closing Balance of Cash &amp; Cash Equivalents</b>			<b>1,84,71,216</b>		<b>53,64,975</b>

Notes :

- Statement of cash flows has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows" as specified in the Companies (Indian Accounting Standards) Rules, 2015.
- Cash and cash equivalents included in the Statement of cash flows comprise the following :

	2020-21	2019-20
a) Cash and cash equivalents disclosed under current assets (Note 7)	1,84,71,216	53,64,975
b) Other bank balances disclosed under current assets (Note 8)	4,71,03,918	5,20,30,195
c) Cash and cash equivalents disclosed under non-current assets (Note 3)	3,13,20,228	50,58,160
<b>Total cash and cash equivalents as per Balance Sheet</b>	<b>9,68,95,362</b>	<b>6,24,53,330</b>
Less : Other bank balances disclosed under current assets (Note 8)	4,71,03,918	5,20,30,195
Less : Cash and cash equivalents disclosed under non-current assets (Note 3)	3,13,20,228	50,58,160
<b>Total cash and cash equivalents as per Statement of Cash Flows</b>	<b>1,84,71,216</b>	<b>53,64,975</b>

- Previous year's figures have been regrouped/reclassified wherever applicable.

As per our report of even date

**FOR MOTILAL & ASSOCIATES LLP**  
(Formerly known as Motilal & Associates)  
Chartered Accountants  
FRN.: 106584W

For and on behalf of Board of Directors

**ASHISH DADHA**  
Chief Financial Officer

**KANTIKUMAR DADHA**  
Chairman & Managing Director  
DIN-00283289

**CA MUKESH P. MODY**  
Partner  
FCA 042975

**CS KOPAL JAIN**  
Company Secretary  
ACS-50718

**KARANSINGH BAID**  
Whole Time Director  
DIN-00283224

**ARVIND DADHA**  
Whole Time Director  
DIN-00317631

Date:- 21st June 2021



## NOTES TO ACCOUNTS

### Note: 1 - Significant Accounting Policies:

- 1 **Statement of Compliance** These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the financial statements.

- 2 **Basis of Accounting** : All financial items of Income and Expenditure having a material bearing on the financial statement are recognised on accrual basis, except income by way of dividend and expense by way of leave encashment which is accounted on cash basis.
- 3 **Presentation of financial statements** : The Balance Sheet and the Statement of Profit and Loss are prepared and presented in the format prescribed in the Schedule III of the Companies Act, 2013 (the "Act"). The statement of cash flows has been prepared and presented as per the requirements of Ind AS 7 "Statement of Cash flows". The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified Accounting Standards and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- 4 **Sales** : Sales exclude Sales Tax/GST, Transportation, Insurance, discount, penalty/late delivery charges and include Sales Returns and Discount.
- 5 **Use of Estimates** : The preparation of Financial Statements in conformity with the Accounting Standards generally accepted in India requires, the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and reported amounts of revenue and expense for the year. Actual results could differ from these estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.
- 6 **Property, Plant & Equipment** :
- i) All fixed assets are valued at cost less depreciation. The cost is inclusive of incidental expenses related to acquisition and put to use. Pre-operative expenses including trial run expenses (net of revenue) are capitalised. Interest on borrowings and financing costs during the period of construction is added to cost of fixed assets.
  - ii) Impairment loss, if any is recognised in the year in which impairment takes place.
  - iii) Depreciation on Fixed Assets is provided on Straight Line Value Method at the rate and in the manner specified in Schedule II of the Companies Act, 2013.
  - iv) Depreciation on additions / disposals of the fixed assets during the year is provided on pro-rata basis according to the period during which assets are put to use.
- 7 **Intangible Assets** : Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the Company and the cost of the asset can be measured reliably.
- 8 **Expenditure during the Construction Period** : The expenditure incidental to the expansion / new projects are allocated to Fixed Assets in the year of commencement of the commercial production.
- 9 **Operating cycle for current and non-current classification** All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of transaction, the Company has ascertained its operating cycle as 12 months for the purpose of current / noncurrent classification of assets and liabilities.
- 10 **Inventories** : Raw Materials, Stores & Spare Parts and Finished Goods are valued at lower of cost and net realisable value.
- 11 **Cash and Bank Balances** Cash and cash equivalent in balance sheet comprise cash at banks, cash on hand and short term deposits with original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purpose of the statement of cashflows, cash and cash equivalents consist of cash and short term deposits.
- 12 **Revenue Recognition** :
- a **Sale of goods and services**

The Company is engaged in manufacturing of Studded Jewellery.

Effective April 1, 2018, the Company has adopted Ind AS 115, Revenue from Contracts with Customers using the cumulative effect (without practical expedients). There are no material impacts of transition to Ind AS 115 on retained earnings as on 1st April, 2018 and



31st March, 2019. The application of Ind AS establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind- AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts.

Revenue from sale of products is recognised when control of the products has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped or delivered to the specific location as the case may be, the risks of loss has been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied.

Dividend income is recognised when the unconditional right to receive the income is established.

### 13 Foreign Currency Transactions : Initial recognition

The Company's financial statements are presented in INR, which is also the Company's functional currency. Transactions in foreign currencies are recorded on initial recognition in the functional currency at the exchange rates prevailing on the date of the transaction.

#### Measurement at the balance sheet date

Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

#### Treatment of exchange difference

Exchange differences that arise on settlement of monetary items are recognised as income or expenses in the period in which they arise.

### 14 Post-employment, long term and short term employee benefits

#### Defined contribution plans

Provident fund benefit is a defined contribution plan under which the Company pays fixed contributions into funds established under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

#### Defined benefit plans

Gratuity is a post-employment benefit defined under The Payment of Gratuity Act, 1972 and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit/obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the OCI in the year in which such gains or losses are determined.

#### Other long-term employee benefits

##### Leave Liability :

The employees of the company are entitled to leave as per the leave policy of the company. The liability on account of accumulated leave as on last day of the accounting year is not recognised.

#### Short-term employee benefits

Expense in respect of other short term benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

### 15 Employee Separation Costs :

The compensation paid to the employees under Voluntary Retirement Scheme is expensed in the year of payment.

### 16 Provision for Bad and Doubtful Debts / Advances :

Provision, if any, is made in accounts for bad and doubtful debts / advances which in the opinion of the management are considered doubtful of recovery.

### 17 Dividend distribution to Equity Shareholders.

Dividend distribution to Equity Shareholders is recognised as distribution to owners of capital in the Statement of Changes in Equity, in the period in which it is paid.



**18 Deferred Tax:**

Deferred tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising from temporary timing differences are recognised to the extent there is reasonable certainty that the assets can be realised in future.

**19 Provisions, Contingent Liabilities and Contingent Assets :**

**Provisions:**

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimates can be made of the amount of the obligation. The expense relating to a provision is presented in the Statement of Profit and Loss.

**Contingent Liabilities:**

Contingent liability is disclosed for (i) Possible obligations which will be confirmed only by the future events not wholly within the control of the company or (ii) Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

**Contingent Assets:**

Contingent assets are neither recognised nor disclosed in the financial statements.

**20 Rent Income / Expense**

The Company is paying/receiving the rent as per the agreement for lease executed with the respective lessee. The rent is fixed from the date of execution of lease agreements. The payment/receipt for the same is made year after year. Payments/receipts made under operating leases are recognised in profit or loss on a straight line basis over the term of the lease unless such payments/receipts are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

**21 Statement of Cash Flows**

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method, adjusting the net profit for the effects of:

- i. changes during the period in inventories and operating receivables and payables transactions of a non-cash nature;
- ii. non-cash items such as depreciation, provisions, unrealised foreign currency gains and losses
- iii. all other items are considered as either investing or financing cash flows.

**22 Derivative contracts and hedge accounting Other derivatives** The Company uses foreign exchange forward contracts to hedge its exposure towards foreign currency. These foreign exchange forward contracts are not used for trading or speculation purposes. A derivative contract is not recognised as an asset or a liability on the commitment date. Outstanding derivative contracts as at reporting date are fair valued and recognised as financial asset/financial liability, with the resultant gain/(loss) being recognised in the statement of profit and loss under OCI.

**23 Earnings per Share** Basic Earnings per share is calculated by dividing the net profit for the period attributable to the equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to the equity shareholders and the weighted average number of equity shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

**24** The Ministry of Corporate Affairs ("MCA") has notified the amendments to Ind AS 116 "Leases" effective for annual periods beginning on or after April 1, 2019. Ind AS 116 'Leases' eliminates the classification of leases as either finance leases or operating leases. All leases are required to be reported on an entity's balance sheet as assets and liabilities. Leases are capitalised by recognising the present value of the lease payments and showing them either as right of use of the leased assets or together with property, plant and equipment. If lease payments are made over a period of time financial liability representing the future obligation would be recognised. As per Ind AS 116, the lessee needs to recognise depreciation on rights of use of assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities. The Company has not adopted Ind AS 116 "Lease" during the year 2019-20 and is still in the process of evaluating the impact of adoption of the same on its financial statements.



Note : 2 (a) - Property, Plant and Equipment														
Particular	Buildings	Plant & Machinery	Furniture and Fixtures	Factory/ Office Equipments	Vehicles	Vault	Air Conditioners	Electrical Installations	Computers	Mobile	Capital WIP	Total	Software	Grand Total
Gross Block														
Deemed Balance as at 31st Mar'20	2,59,26,272	1,54,81,416	49,98,655	24,82,561	69,93,386	1,31,272	12,74,809	16,03,773	16,80,317	-	42,84,559	6,48,57,020	5,20,750	6,53,77,770
Additions	-	30,24,935	5,77,250	28,10,820	16,37,049	-	1,59,375	2,27,605	7,37,638	22,999	-	91,97,671	1,70,000	93,67,671
Amount spent	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals & Other Adjustments	-	63,750	-	-	-	-	35,500	-	-	-	-	99,250	-	99,250
Balance as at 31st Mar'21	2,59,26,272	1,84,42,601	55,75,905	52,93,381	86,30,435	1,31,272	13,98,684	18,31,378	24,17,955	22,999	42,84,559	7,39,55,441	6,90,750	7,46,46,191
Balance as at 31st Mar'20	1,13,38,931	66,63,232	18,49,549	15,11,721	35,08,579	1,06,479	5,07,177	6,02,494	11,48,439	-	42,84,559	3,15,21,160	2,74,075	3,17,95,235
Depreciation charge for the year	13,52,094	9,60,208	4,63,808	4,34,696	7,34,763	11,831	84,315	1,41,957	3,38,705	2,205	-	45,24,582	1,58,352	46,82,934
Amount spent	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Reversals on disposals	-	40,789	-	-	-	-	19,037	-	-	-	-	59,826	-	59,826
Balance as at 31st Mar'21	1,26,91,025	75,82,651	23,13,357	19,46,417	42,43,342	1,18,310	5,72,455	7,44,451	14,87,144	2,205	42,84,559	3,59,85,916	4,32,427	3,64,18,343
Net Block														
Balance as at 31st Mar'21	1,32,35,247	1,08,59,950	32,62,548	33,46,964	43,87,093	12,962	8,26,229	10,86,927	9,30,811	20,794	-	3,79,69,525	2,58,323	3,82,27,848
Balance as at 31st Mar'20	1,45,87,341	88,18,184	31,49,106	9,70,840	34,84,807	24,793	7,67,632	10,01,280	5,31,878	-	-	3,33,35,861	2,46,675	3,35,82,536

**Note:**

There are no impairment of fixed assets during the year under review. Therefore no separate disclosure is required.





Particular	As at March 31, 2021	As at March 31, 2020
<b>Note : 3- Other Financial Assets</b>		
Deposit with maturity of more than 12 months	3,13,20,228	50,58,160
Total	<b>3,13,20,228</b>	<b>50,58,160</b>

**Note : 4 - Deferred Tax :**

A The Net Deferred Tax Asset/(Liability) of Rs. 4,34,178/- [ Previous Year : 3,14,448/-] for the year has been credited in the Profit and Loss Account.

B Break up of Deferred Tax Liabilities and Assets into major components of the respective balances are as under :

Current Year	As at 31-03-20	Previous year's error now rectified	Charge during the year to P/L Account	Taken Under OCI	As at 31-03-21
Deferred Tax Liabilities :					
Depreciation	17,33,153	-	1,59,546	-	18,92,699
Fair value of Cash Flow Hedge	-	-	-	2,79,030	2,79,030
Fair value of Cash Flow Hedge is reversed	(16,97,203)	-	-	16,97,203	-
Fair value of Cash Flow Hedge is reversed	-	-	-	-	-
Total	35,950	-	1,59,546	19,76,233	21,71,729
Deferred Tax Assets :					
Gratuity	21,02,511	-	(1,28,683)	97,648	21,33,546
Gratuity Reversed	-	-	-	1,57,300	(1,57,300)
VRS Compensation	12,09,945	-	4,03,315	-	8,06,630
Total	33,12,456	-	2,74,632	2,54,948	27,82,876
Net Deferred Tax Assets	<b>(32,76,506)</b>	-	<b>4,34,178</b>	<b>17,21,285</b>	<b>(6,11,147)</b>

Previous Year	As at 31-03-19	Previous year's error now rectified	Profit & Loss Account	Taken Under OCI	As at 31-03-20
Deferred Tax Liabilities :					
Depreciation	26,44,721	(10,52,206)	1,40,638	-	17,33,153
Fair value of Cash Flow Hedge	-	-	-	(16,97,203)	(16,97,203)
Fair value of Cash Flow Hedge is reversed	2,27,711	-	-	(2,27,711)	-
Fair value of Cash Flow Hedge is reversed	(36,448)	-	-	36,448	-
	28,35,984	(10,52,206)	1,40,638	(18,88,466)	35,950
Deferred Tax Assets :					
Gratuity	27,67,993	(10,52,287)	(2,29,506)	(1,57,300)	21,02,511
VRS Compensation	16,13,261	-	4,03,315	-	12,09,945
	43,81,254	(10,52,287)	1,73,810	(1,57,300)	33,12,457
Net Deferred Tax Liability	<b>(15,45,269)</b>	<b>81</b>	<b>3,14,448</b>	<b>(17,31,166)</b>	<b>(32,76,507)</b>



Particular	As at March 31, 2021	As at March 31, 2020
<b>Note : 5- Inventories</b>		
<b>Classification of Inventories :</b>		
Raw Materials	23,36,23,100	17,08,69,196
Finished Goods (Including Stock on Consignment)	42,52,334	1,75,83,983
Stores and Spares	14,38,236	44,34,918
Total	<b>23,93,13,670</b>	<b>19,28,88,097</b>
The Inventories are valued at lower of cost and net realisable value.		

**Note : 6 - Trade Receivables :**

Unsecured, Considered good		
Over Six Months from the date they were due for payment	2,12,44,715	1,28,80,971
Others	34,31,57,710	33,11,86,326
Total	<b>36,44,02,425</b>	<b>34,40,67,297</b>

**Note : 7 - Cash and Cash Equivalents :**

Balances with Banks	49,26,018	48,82,724
Cash on Hand	86,669	4,82,251
Deposit with maturity less than 3 months	1,34,58,529	-
Total	<b>1,84,71,216</b>	<b>53,64,975</b>
<b>Earmarked balances with banks:</b>		
i) Company maintains current accounts mainly with Nationalised /Private Banks.	49,26,018	48,82,724

**Note : 8 - Other Bank Balances :**

Unclaimed Dividend Accounts	20,21,573	16,53,446
Deposit with maturity more than 3 months but less than 12 months	4,50,82,345	5,03,76,749
Total	<b>4,71,03,918</b>	<b>5,20,30,195</b>
<b>Earmarked balances with banks:</b>		
i) Balances with Banks in unclaimed dividend account	20,21,573	16,53,446
ii) Company keeps Fixed deposit with the Nationalised/Private Banks, these deposits. can be withdrawn by the company as per its own discretion / requirement of funds. Lien marked on FDRS /TDRS as Cash Collateral towards secured loans from SBI, Seepz and therefore Originals of the FDRS/TDRS are with Bank.	4,50,82,345	5,03,76,749

**Note : 9 - Other current assets**

<b>[Unsecured, Considered Good]</b>		
Security Deposit	13,76,038	5,64,713
Advance recoverable in cash or kind	1,45,29,686	35,99,164
Prepaid expenses	43,32,113	39,46,802
Balance with Revenue Authorities	1,28,17,383	1,55,73,797
Total	<b>3,30,55,220</b>	<b>2,36,84,476</b>



Particular	As at March 31, 2021	As at March 31, 2020
<b>Note : 10 - Equity Share Capital :</b>		
<b>Authorised :</b>		
70,00,000 Equity Shares of Rs.10/- each	7,00,00,000	7,00,00,000
<b>Issued, Subscribed and Fully Paid-up Equity Shares :</b>		
69,64,080 Equity Shares of Rs.10/- each fully paid up	6,96,40,800	6,96,40,800
	6,96,40,800	6,96,40,800
i) The reconciliation of the number of Shares outstanding as at March 31, 2021, as at March 31, 2020:		
Number of shares at the beginning		
Number of shares	69,64,080	69,64,080
Amount	6,96,40,800	6,96,40,800
Number of shares at the end		
Number of shares	69,64,080	69,64,080
Amount	6,96,40,800	6,96,40,800
ii) During the year ended 31 March 2021, recommended dividend for the financial year 2020-2021 @ Re. 1.20 per share aggregating to Rs. 83,56,896/- on 6964080 Equity shares of Rs.10 each fully paid.		
iii) In the event of liquidation of the Company, equity shareholders will be entitled to receive remaining assets of the company in proportion to the number of equity shares held by the shareholders.		
iv) Details of Shareholders holding more than 5% of the aggregate Equity Shares in the Company.		
Neverloose Properties & Investment Pvt. Limited, the Holding Company.		
Number of Shares	37,31,843	37,31,843
% of Holding	53.59	53.59
Arvind Dadha, Whole Time Director		
Number of Shares	4,26,635	4,26,635
% of Holding	6.13	6.13
Kantikumar Dadha, Chairman & Managing Director		
Number of Shares	4,00,158	4,00,158
% of Holding	5.75	5.75

**Note : 11 - Other Equity**

Share Premium Account:		
Opening Balance	28,00,000	28,00,000
General Reserve:		
Opening Balance	1,24,16,915	1,24,16,915
	<b>1,24,16,915</b>	<b>1,24,16,915</b>
Surplus in statement of profit & loss:		
Opening Balance	19,53,99,434	18,55,91,502
Add : Profit for the year	2,78,80,183	1,70,20,724
Less: MTM Gain/(Loss) on derivative instruments (Net)	(42,46,154)	4,96,237
Less: Previous year's Rectification under Deferred Tax	-	(81)
Less : Appropriations :		
Dividend Paid During the year	69,64,080	55,71,281
Corporate Dividend Tax on Proposed Dividend	-	11,45,193
Balance as at year end	<b>22,05,61,690</b>	<b>19,53,99,434</b>
Total	<b>23,57,78,605</b>	<b>21,06,16,349</b>



Particular	As at March 31, 2021	As at March 31, 2020
<b>Note : 12 - Financial Liabilities-Borrowings</b>		
Secured		
a From ICICI Bank Ltd, Mumbai.	-	1,46,581
Total	-	<b>1,46,581</b>
i) Securities for Term Loan:		
Secured by hypothecation of Vehicle		
ii) Terms of repayment :		
Monthly EMI		
iii) There are no defaults in repayment of loan and interest thereon as on March 31, 2021 for the loan under this head.		

**Note : 13 - Current Financial Liabilities-Borrowings**

<b>Secured Loans repayable on Demand :</b>		
STATE BANK OF INDIA, Seepz, Mumbai.		
Export Packing Credit	10,19,23,855	12,41,59,770
Post Shipment Credit	14,84,53,228	16,86,57,946
Guaranteed Emergency Credit Line (GECL)	6,71,19,205	-
<b>Unsecured Loans</b>		
From Holding Company		
Neverloose Properties & Investment Pvt Ltd	1,29,94,707	-
Total	<b>33,04,90,995</b>	<b>29,28,17,716</b>
<b>Primary Securities for Secured Loans:</b>		
i) Secured by First Pari-Passu charge by way of hypothecation of entire current assets of the company, present and future and personal guarantees of three Directors and a Shareholder of the Company.		
ii) Extention of charge over the existing Primary & collateral securities including mortgaes created in favour of the Bank. <b>Collateral Securities for Secured Loans :</b>		
iii) Secured by First Charge by way of Registered Mortgage of office premises at Chakala and Bandra, Mumbai and personal guarantees of three Directors and a Shareholder of the Company.		
iv) Secured by First Charge by way of Registered Mortgage of residential flat Worli Division ,Mumbai.		
v) Secured by First Charge by way of lien on Cash Collateral i.e. Fixed Deposit Receipts with Bank. <b>Repayment:</b>		
vi) EPC/ PCFC limit - Liquidated within 90 days from the date of availment from out of proceeds of export bills and thereafter it will be penal/normal rate of interest ab-initio.		
vii) PSCL/ EBRL limit - Liquidated within 180 days from the date of availment from out of proceeds of export bills and thereafter penal interest of 2 % over applicable CC rate from the date of advance will be charged.		
vii) Repayment GECL loan - Moratorium Period 12 Months. 36 installments after the Moratorium period. Interest to be serviced as and when applied.		



Particular	As at March 31, 2021	As at March 31, 2020
<b>Note : 14 - Trade Payables :</b>		
Micro, Small and Medium Enterprises :	40,58,530	20,07,437
Others	10,78,15,753	5,89,92,944
<b>Total</b>	<b>11,18,74,283</b>	<b>6,10,00,381</b>
<b>i)</b> This disclosure is based on the document / information available to the company regarding their status of the small scale undertaking and half yearly MSME Form -1 filed, for the period from April,2020 to September,2020, with Registrar of Companies.		
<b>ii)</b> The above information has been compiled in respect of parties to the extent to which they could be identified as Micro, Small and Medium Enterprises on the basis of information available with the Company.		
<b>iii) DUES TO MICRO AND SMALL ENTERPRISES</b>		
The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:		
a) The principal amount remaining unpaid to any supplier at the end of the year	40,58,530	20,07,437
b) Interest due remaining unpaid to any supplier at the end of the year	-	-
c) The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
d) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
e) The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
f) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Disclosure of payable to vendors as defined under the "Micro, Small and Medium Enterprise Development Act, 2006" is based on the information available with the Company regarding the status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts / interest payable amounts for delayed payments to such vendors at the Balance Sheet date. There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on balance brought forward from previous year.

**Note : 15 - Other Current Liabilities :**

Unclaimed Dividends	20,21,573	16,53,446
Other Payables/Provision:		
Other Payables	40,42,056	16,33,164
Payable to Statutory Authorities	3,40,236	2,85,596
<b>Total</b>	<b>64,03,865</b>	<b>35,72,206</b>



Particular	As at March 31, 2021	As at March 31, 2020
<b>Note : 16 - Current Liabilities-Provisions</b>		
Income Tax Payable	1,13,00,000	85,00,000
Total	<b>1,13,00,000</b>	<b>85,00,000</b>

**Note : 17 - Revenue from Operations :**

Sale of Products	1,71,11,55,040	1,30,76,78,829
Foreign Exchange Rate Difference	2,34,20,031	1,97,71,135
Total	<b>1,73,45,75,071</b>	<b>1,32,74,49,964</b>
Details of sale of products Operations of the Company are as under :		
a Finished goods	1,71,11,55,040	1,30,76,78,829

**Note : 18 - Other Income :**

Other Operating Revenue		
Scrap Sale	-	90,350
Discount Recd.	19,164	23,571
Bank Interest on FDR	36,37,718	35,53,611
Interest Recd.	1,05,558	1,61,467
Profit/Loss On Sale Of Car	1,39,480	41,059
Sundry Balances W/Off./(Back)	1,31,097	16,925
Total	<b>40,33,017</b>	<b>38,86,983</b>

**Note : 19 - Cost of Materials Consumed :**

Raw Materials :		
Stock at commencement	17,08,69,196	10,65,67,398
Add : Purchases	1,63,29,04,090	1,22,05,33,174
	1,80,37,73,286	1,32,71,00,572
Less : Stock at close	23,36,23,100	17,08,69,196
Total	<b>1,57,01,50,186</b>	<b>1,15,62,31,376</b>
Details of Purchase of Raw Material are as under :		
a Gold	1,21,50,71,230	73,28,65,984
b Diamonds	41,64,67,015	48,47,40,504
c Others	13,29,039	29,26,686
Value of Consumption of Raw Material		
a Indegenous	1,32,82,10,189	78,39,61,009
b Imported	24,19,39,997	37,22,70,367



Particular	As at March 31, 2021	As at March 31, 2020
<b>Note : 20 - Changes in Inventories :</b>		
Less : Stock at commencement		
Finished Goods	1,75,83,983	4,35,35,166
	1,75,83,983	4,35,35,166
Stock at close :		
Finished Goods	42,52,334	1,75,83,983
	42,52,334	1,75,83,983
Total	<b>1,33,31,649</b>	<b>2,59,51,183</b>

**Note : 21 - Employee Benefit Expense :**

Salaries, Wages and Bonus	1,13,36,352	1,39,58,267
Company's Contribution to Provident & Other funds	2,85,217	3,59,760
Gratuity	8,13,555	8,24,966
Staff Welfare Expenses	17,64,073	19,71,877
Labour Contract Charges	3,39,73,969	3,34,78,359
Total	<b>4,81,73,166</b>	<b>5,05,93,229</b>

**Note : 22 - Finance Cost :**

Interest on Cash Credit Loan (Net)	1,09,15,283	1,25,64,859
Bank Commission & Charges	32,26,685	46,21,932
Total	<b>1,41,41,968</b>	<b>1,71,86,792</b>

**Note : 23 - Other Expenses :**

Consumption of Stores and spares parts	1,60,60,062	92,47,331
Power & Fuel	28,38,854	37,33,144
Water Charges	5,53,565	5,17,454
Rent	21,79,186	15,07,191
Repairs and Maintenance:		
Factory Buildings	1,66,031	2,52,477
Plant and Machinery	1,23,667	2,50,200
Computer	2,93,257	1,95,928
Others	13,64,306	14,21,778
Directors Remuneration	73,09,923	75,58,191
Insurance & ECGC Premium	60,74,691	49,29,514
Audit Fees	2,50,000	2,00,000
Rates and Taxes	78,177	46,147
Traveling & Conveyance Expenses	13,68,357	23,56,017
Legal and Professional Fees	25,10,112	20,39,571
Printing & Stationery	6,17,370	6,00,085
Telephone & Postage	2,54,943	4,25,320
Marketing, Selling & Distribution Expenses :		
Advertisement & Sales promotion expenses	2,59,981	50,84,585
Freight and forwarding	39,53,929	29,76,325
Miscellaneous	32,34,721	32,65,162
Total	<b>4,94,91,132</b>	<b>4,66,06,420</b>





Particular		As at March 31, 2021	As at March 31, 2020	
Note : 24 - Calculation of Earnings per Equity Share [ EPS ] :				
The numerators and denominators used to calculate the basic and diluted EPS are as follows :				
A	Profit after tax attributable to Shareholders	INR	2,69,02,875	2,18,32,298
B	Basic and weighted average number of Equity shares outstanding during the year	Nos.	69,64,080	69,64,080
C	Nominal value of equity share	INR	10	10
D	Basic EPS	INR	3.86	3.13
E	Diluted EPS	INR	3.86	3.13

**Note : 25 - Related Party Transactions :**

A	Name of the Related Party and Nature of the Related Party Relationship :				
		<b>Transaction</b>			
a)	<u>Holding Company</u>				
	Neverloose Properties & Investment Pvt. Ltd.	Loan taken during the year	1,27,00,000	50,00,000	
		Loan repaid during the year	-	51,52,926	
		Interest paid on loan	2,94,707	1,52,926	
b)	<u>Key Management Personnel</u>				
	<b>Name</b>	<b>Designation</b>	<b>Transaction</b>		
i	Mr. Kantikumar Dadha	Chairman & Managing Director	Remuneration & Perquisites	25,56,330	25,87,770
ii	Mr. Karansingh Baid	Whole Time Director	Remuneration & Perquisites	19,65,470	20,78,140
iii	Mr. Arvind Dadha	Whole Time Director	Remuneration & Perquisites	19,98,943	21,91,881
B	The following transactions were carried out with the related parties in the ordinary course of business :				
a)	Details relating to parties referred to in items 25 - A (b)				
i	Mrs. Kusum Dadha	Relative of KMP	Rent	11,16,000	10,32,000
ii	Mr. Ashish Dadha	Chief Financial Officer	Salary	17,03,900	18,48,740
iii	Miss. Kopal Jain	Company Secretary and Compliance Officer	Salary	4,65,100	5,89,000

**Note : 26 - Contingent Liabilities and commitment to the extent not provided for :**

- 1) Contingent Liabilities :** The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.
- 2)** The Company has imported Wax Injector machinery from Cascade Star International LLC at a cost of Euro 10,000. State Bank of India has remitted Euro 10,000 and Cascade Star International LLC has confirmed having received Euro 10,000. The Bank reconciliation statement reflects Rs. 3,91,625 (Euro 5,000) as uncleared amount. Thus liability on account of this transaction is of Rs. 3,91,625. Vide letter dated 08/07/2020 & 28/07/2020 the Company has intimated the Bank for reconciliation of account, not charging of interest as well as difference in exchange rate.
- 3)** The Company has paid an advance of Rs. 1,28,03,749 for space of 300 sq.ft. and 1,000 sq.ft at Surat Diamond Bourse, Dream City, Village Khajod, District Surat in Gujarat State. The liability on account of unexecuted contracts remains unascertainable.



Particular	As at March 31, 2021	As at March 31, 2020
<b>Note : 27 - Value of Imports calculated on CIF basis :</b>		
Raw Materials	26,24,75,583	24,88,36,296
Studded Jewellery	2,48,44,055	9,04,12,897
Capital Goods	22,90,685	10,36,450
Total	<b>28,96,10,323</b>	<b>34,02,85,643</b>

**Note : 28 - Earning in Foreign Currency :**

Export at F.O.B. Basis	1,69,79,69,861	1,37,44,10,450
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**Note : 29 - : Consumption of Store & Consumables**

	As at March 31, 2021		As at March 31, 2020	
	%	Amounts	%	Amounts
a Indigenous	100.00	1,60,60,062	100.00	92,47,331
b Imported	-	-	-	-
Total	<b>100.00</b>	<b>1,60,60,062</b>	<b>100.00</b>	<b>92,47,331</b>

**Note : 30 - Expenditure in Foreign Currency :**

Travelling Expenses	-	4,33,180
Business Promotion Expenses	23,737	50,424

**Note : 31 - Corporate Social Responsibility (CSR):**

As per information and explanations given to us by the management of the Company, the provisions of section 135 of the companies, Act 2013 on Corporate Social Responsibility is not applicable. Therefore, during the year the company has not spent any amount towards the Corporate Social Responsibility.

**Note : 32 - Auditors' Remuneration :**

a For Statutory Audit	2,00,000	1,65,000
b For Tax Audit	50,000	35,000
Total	<b>2,50,000</b>	<b>2,00,000</b>

**Note : 33 - Employee Benefits**

As per Ind AS 19 'Employee Benefits', the liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs.

Type of Benefit	Gratuity	Gratuity
Country	India	India
Reporting Currency	INR	INR
Reporting Standard	Indian Accounting Standard 19	Indian Accounting Standard 19
Funding Status	Unfunded	Unfunded
Starting Period	01-Apr-2020	01-Apr-2019
Date of Reporting	31-Mar-2021	31-Mar-2020
Period of Reporting	12 Months	12 Months



#### Actuarial assumptions used

Rate of Discounting	6.33%	6.04%
Salary Escalation Rate	10.00%	10.00%
Attrition Rate	5.00%	5.00%

#### Table Showing Change in the Present Value of Projected Benefit Obligation

Present Value of Benefit Obligation at the Beginning of the Period	75,57,554	61,67,167
Interest Cost	4,56,476	4,78,572
Current Service Cost	3,57,079	3,46,394
Past Service Cost	-	-
Liability Transferred In/ Acquisitions	-	-
(Liability Transferred Out/ Divestments)	-	-
(Gains)/ Losses on Curtailment	-	-
(Liabilities Extinguished on Settlement)	-	-
(Benefit Paid Directly by the Employer)	-	-
(Benefit Paid From the Fund)	-	-
The Effect Of Changes in Foreign Exchange Rates	-	-
Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	3,49,189
Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	(1,16,828)	6,18,324
Actuarial (Gains)/Losses on Obligations - Due to Experience	(2,34,173)	(4,02,092)
Present Value of Benefit Obligation at the End of the Period	80,20,108	75,57,554

#### Demographic assumptions used

Mortality Rate During Employment	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult
Retirement Age	58 to 75 Years	58 to 75 Years
Average Future Service	9 years	9 years

#### Amount Recognized in the Balance Sheet

(Present Value of Benefit Obligation at the end of the Period)	(80,20,108)	(75,57,554)
Fair Value of Plan Assets at the end of the Period	-	-
Funded Status (Surplus/(Deficit))	(80,20,108)	(75,57,554)
Net (Liability)/Asset Recognized in the Balance Sheet	(80,20,108)	(75,57,554)

#### Net Interest Cost for Current Period

Present Value of Benefit Obligation at the Beginning of the Period	75,57,554	61,67,167
(Fair Value of Plan Assets at the Beginning of the Period)	-	-
Net Liability/(Asset) at the Beginning	75,57,554	61,67,167
Interest Cost	4,56,476	4,78,572
(Interest Income)	-	-
Net Interest Cost for Current Period	4,56,476	4,78,572



**Expenses Recognized in the Statement of Profit or Loss for Current Period**

Current Service Cost	3,57,079	3,46,394
Net Interest Cost	4,56,476	4,78,572
Past Service Cost	-	-
(Expected Contributions by the Employees)	-	-
(Gains)/Losses on Curtailments And Settlements	-	-
Net Effect of Changes in Foreign Exchange Rates	-	-
Net Gratuity paid recognised in Profit & Loss A/c	8,13,555	8,24,966

**Expenses Recognized in the Other Comprehensive Income (OCI) for Current Period**

Actuarial (Gains)/Losses on Obligation For the Period	(3,51,001)	5,65,421
Return on Plan Assets, Excluding Interest Income	-	-
Change in Asset Ceiling	-	-
Net (Income)/Expense For the Period	(3,51,001)	5,65,421

**Balance Sheet Reconciliation**

Opening Net Liability as per Ind AS 19	75,57,554	61,67,167
Expenses Recognized in Statement of Profit or Loss	8,13,555	8,24,966
Expenses Recognized in OCI	(3,51,001)	5,65,421
Net Liability/(Asset) Transfer In	-	-
Net (Liability)/Asset Transfer Out	-	-
(Benefit Paid Directly by the Employer)	-	-
(Employer's Contribution)	-	-
Net Liability/(Asset) Recognized in the Balance Sheet	80,20,108	75,57,554

**Sensitivity analysis**

Projected Benefit Obligation on Current Assumptions	80,20,108	75,57,554
Delta Effect of +1% Change in Rate of Discounting	(3,73,590)	(3,74,161)
Delta Effect of -1% Change in Rate of Discounting	4,20,987	4,21,973
Delta Effect of +1% Change in Rate of Salary Increase	2,09,744	1,97,124
Delta Effect of -1% Change in Rate of Salary Increase	(1,92,726)	(1,84,503)
Delta Effect of +1% Change in Rate of Employee Turnover	59,769	57,273
Delta Effect of -1% Change in Rate of Employee Turnover	(70,315)	(68,198)

- i) The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.
- ii) The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.
- iii) Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet. iv) There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.



#### Maturity Analysis of the Benefit Payments: From the Employer

Projected Benefits Payable in Future Years From the Date of Reporting		
1st Following Year	5,37,244	7,60,630
2nd Following Year	8,22,171	4,88,732
3rd Following Year	35,00,147	7,61,860
4th Following Year	7,58,859	32,04,632
5th Following Year	2,57,645	7,11,674
Sum of Years 6 To 10	17,08,449	14,93,184
Sum of Years I I and above	44,26,203	38,66,813

#### Note : 34 - Lease Payments

The Company is receiving / paying the rent as per the agreement for lease executed with the lessee / lessor. The rent is fixed from the date of execution of lease agreements. The Company has not adopted Ind AS 116 "Lease" during the year 2019-20 and is still in the process of evaluating the impact of adoption of the same on its financial statements.

#### Note : 35 - Impact of COVID-19

The outbreak of Coronavirus (COVID-19) pandemic globally and in India caused significant disturbance in economic activities. Economy has shown positive trends in the second half of the FY 2020-21 after resumption of business activities in most of the industries particularly after India started its national COVID vaccination programme in January 2021. However country is witnessing resurgence in COVID cases from start of April 2021. The company is periodically reviewing possible impact of COVID-19 on its business and the same are considered in preparation of financial statements for the year ended 31st March, 2021. Review includes internal & external factors as known to the company up to the date of approval of these financial statements to assess and finalise the carrying amounts of its assets & Liabilities.

#### Note : 36

Balances in respect of Unsecured Loans, Loans & Advances, Sundry Debtors & Sundry Creditors are subject to confirmation by respective parties.

#### Note: 37

During the year the Company has purchased 1,000 sq.ft of space at Surat Diamond Bourse, Dream City, Village Khajod District Surat in Gujarat State. An amount of Rs. 78,81,149 paid to Surat Diamond Bourse and Rs. 25,00,000 paid to Bhadiyadra Gems. The same is shown in Note no. 9 -Other Current Assets & included in "Advance Recoverable in cash or in kind for value to be received". Based on the representation by the Company & Bhadiyadra Gems the Managing Committee of Surat Diamond Bourse has confirmed the allotment of space of 1,000 sq.ft. to the Company. However no letter of allotment issued in favour of the Company by Surat Diamond Bourse. The amount paid of Rs. 25,00,000 to Bhadiyadra Gems vide agreement to sale dated 20th day of February, 2021 is unregistered and amount paid of Rs. 25,00,000 remains unclaimed and shown in Bank Reconciliation Statement as on 31st March, 2021. The balance amount payable if any, to Surat Diamond Bourse, on account of this transaction is still unascertained.

#### Note : 38

Previous year's figures have been regrouped / rearranged wherever necessary to confirm to the current year grouping.

#### Significant Accounting Policies and Notes to the Financial Statements 1 to 38

As per our report of even date

**FOR MOTILAL & ASSOCIATES LLP**  
(Formerly known as Motilal & Associates)

Chartered Accountants  
FRN.: 106584W

For and on behalf of Board of Directors

**CA MUKESH P. MODY**  
Partner  
FCA 042975

**ASHISH DADHA**  
Chief Financial Officer

**CS KOPAL JAIN**  
Company Secretary  
ACS-50718

**KANTIKUMAR DADHA**  
Chairman & Managing Director  
DIN-00283289

**KARANSINGH BAID**  
Whole Time Director  
DIN-00283224

**ARVIND DADHA**  
Whole Time Director  
DIN-00317631

Date:- 21st June 2021

# Being the jewellery destination for every occasion



## Our Product

- ▶ Pendants
- ▶ Earrings
- ▶ Necklaces
- ▶ Bracelets
- ▶ Rings
- ▶ Chains
- ▶ Bangles

## Our Styles

- ▶ Diamond studded jewellery
- ▶ Precious and semi-precious stone studded jewellery
- ▶ Jewellery with coloured stones in gold and diamond

## Jewellery for Every Occasion

- ▶ Wedding jewellery
- ▶ Festival jewellery
- ▶ Lightweight and trendy jewellery
- ▶ Everyday wear jewellery
- ▶ Contemporary jewellery
- ▶ Traditional jewellery

## Our Manufacturing Capabilities

**25,000 +**  
Design Bank

**15000**  
Units  
Production Capacity

**500**  
New Designs  
Per Month

**400**  
Skilled  
Craftsmen

# Global Presence





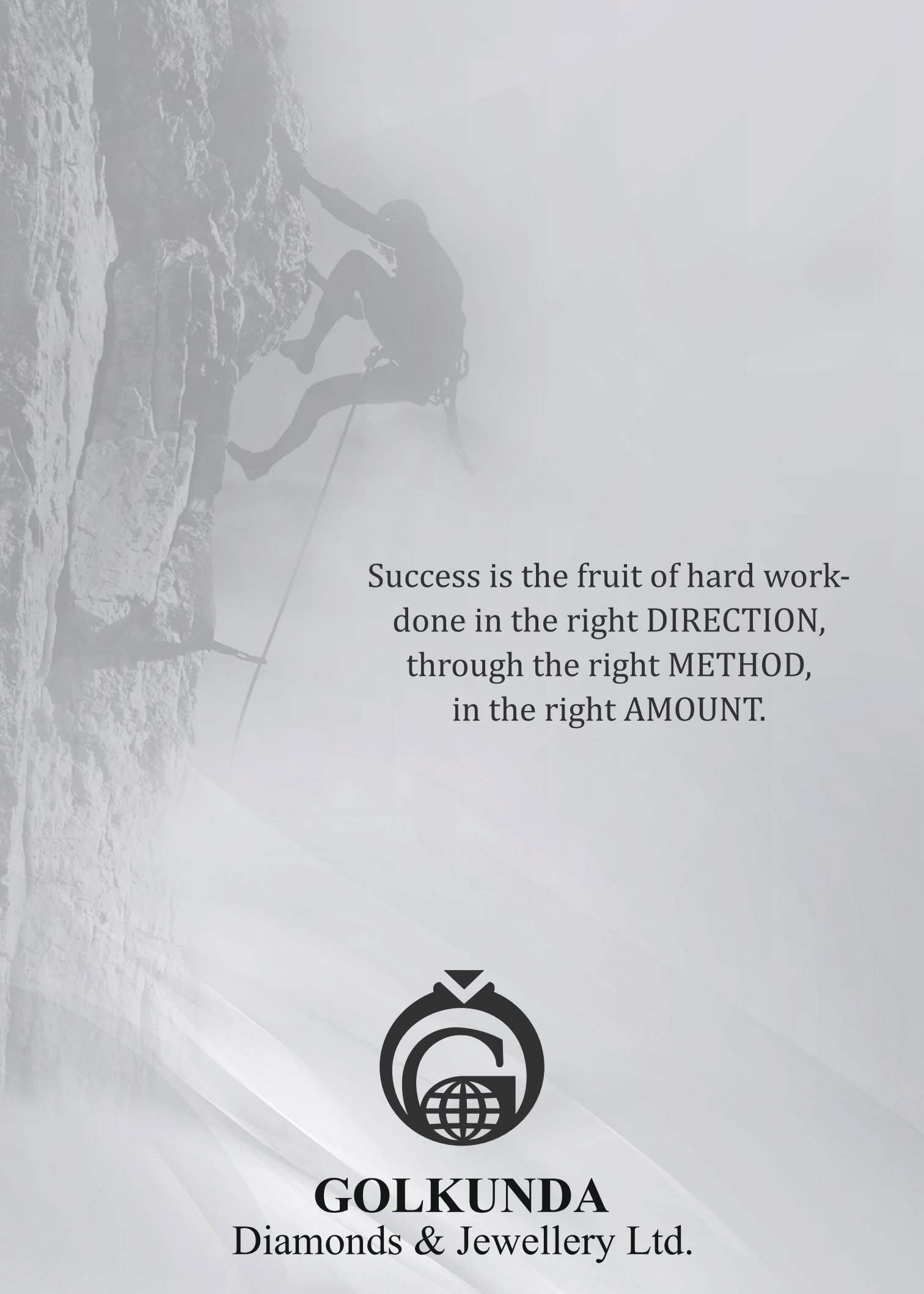


**Middle East**

**Far East**

AEROSOL  
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A grayscale background image of a person climbing a steep rock face. The climber is positioned on the left side of the frame, reaching up with one arm. A rope is visible extending from the climber. The rock face is textured and vertical. The overall tone is motivational and professional.

Success is the fruit of hard work-  
done in the right DIRECTION,  
through the right METHOD,  
in the right AMOUNT.



**GOLKUNDA**  
Diamonds & Jewellery Ltd.