



# GOLKUNDA DIAMONDS & JEWELLERY LIMITED

REGD. OFF. : G-30, GEMS & JEWELLERY COMPLEX - III, SEEPZ, ANDHERI (EAST), MUMBAI - 400 096. INDIA.  
Tel. : (91-22) 2829 0155 / 2829 0156 / 6693 8470 Fax : 2829 0373 Email : admin@golkunda.com Web : www.golkunda.com  
CIN No.: L36912MH1990PLC058729

GDJL/2016-2017/SEC-17/

22/08/2016

To,

**BSE LIMITED,**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai 400 001

**Re : Approval for the Closure of the Transfer Books of the company for the purpose of 26<sup>th</sup> Annual General Meeting & Payment of Dividend & Notice of AGM.**

Dear Sir,

This is to inform you that company has decided to close its Transfer Books from **15<sup>th</sup> September, 2016 to 21<sup>st</sup> September, 2016 (both days inclusive)** for the purpose of **26<sup>th</sup> Annual General Meeting & Payment of Dividend**. Further we wish to inform you that our **26<sup>th</sup> Annual General Meeting** will be held on **21<sup>st</sup> September, 2016**, at "SUNCITY RESIDENCY HOTEL" EDEN - HALL, 16<sup>th</sup> Road, Maheshwari Nagar, MIDC, Marol, Andheri (E), Mumbai - 400093 at 3.00 PM.

Further, the Company has made arrangements for share holders to use e-voting facility, from 18<sup>th</sup> September, 2016 at 9.00 A.M. to 20<sup>th</sup> September, 2016 at 5.00 P.M. and in this regard cutoff date for the list of eligible share holders will be 14<sup>th</sup> September, 2016. & we also enclose herewith Notice of AGM.

Kindly take into your record.

Thanking you,

Yours Faithfully,

For Golkunda Diamonds & Jewellery Ltd

*P.N. Sanghavi*

Pooja Sanghavi

(Company Secretary)

C.C. to : 1) Jaipur Stock Exchange

2) National Securities Depository Ltd

3) Central Depository Services (India) Ltd





## NOTICE

**NOTICE** is hereby given that the 26th Annual General Meeting of the members of **Golkunda Diamonds & Jewellery Limited**, will be held at Suncity Residency Hotel, Eden- Hall, 16th Road, Maheshwari Nagar, MIDC, Marol, Andheri (East), Mumbai - 400 093 on Wednesday, 21st September, 2016 at 3.00 P.M. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date together with report of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares for the financial year ended 31st March 2016.
3. To appoint a Director in place of Mr. Karan Singh Baid (Holding DIN: 00283224) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider ratification of appointment of M/s. Motilal & Associates, Chartered Accountants, Mumbai, (Registration no.: 106584W), as the Statutory Auditors of the Company and to fix their remuneration.

### **SPECIAL BUSINESS:**

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:  
“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Rajani Poddar (holding DIN: 07224114), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby approved and confirmed as a Non-Executive Independent Director of the Company w.e.f. 12.08.2016, for a period of five consecutive years and whose office shall not, be liable to determination by retirement of directors by rotation.

**RESOLVED FURTHER THAT** any Director of the Company, be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.”

### **REGISTERED OFFICE:**

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

Date: 12.08.2016

By and on behalf of  
THE BOARD OF DIRECTORS  
**GOLKUNDA DIAMONDS & JEWELLERY LTD.**

**KANTI KUMAR DADHA**  
(Chairman & Managing Director)

### **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxy form duly completed should be deposited at the registered office of the Company not less than forty-eight hours (48 hours) before the scheduled time of the Annual General Meeting. Blank Proxy Form is enclosed.  
A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. Proxies, in order to be effective, must be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the Companies, Societies etc. must be supported by an appropriate resolution /authority, as applicable.
2. A statement giving details of Director seeking re-appointment under item no. 3 & 5 of the accompanying notice as required by Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is annexed herewith.
3. The Register of Members and Share Transfer Books of the Company will be closed from 15.09.2016 to 21.09.2016 (Both days inclusive) for the purpose of determining eligibility of members entitled to dividend.
4. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of special business to be transacted at the Annual General Meeting is annexed to this Notice.
5. Relevant documents referred to in accompanying Notice and statement are open for the inspection by the members at the Registered Office of the Company on all working day (except Saturday) during business hours up to date of the Annual General Meeting.
6. Corporate members intending to send their authorized representatives at the Annual General Meeting are requested to send a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
7. Dividend as may be declared shall be payable to members of the company whose names appear:
  - (a) As beneficial owners as at the close of the business hours on September 14, 2016 as per the details to be furnished by the National Securities Depository Limited and the Central Depository Services (India) Limited in respect of shares held in electronic form; and
  - (b) As members in the register of members of the company after giving effect to valid share transfers in physical form lodged with the company on or before September 14, 2016. Transfer documents received after September 14, 2016 will not be considered for the aforesaid purposes.



8. All the members who have either not received or have not yet encashed their dividend warrant(s) for the financial year March 31, 2011, March 31, 2014 and March 31, 2015 till date are requested to write to the Company's Registrar and Share Transfer Agent at the address mentioned below for obtaining duplicate dividend warrant without further delay.
9. Members holding shares in the electronic form are advised that their bank details, as furnished to the company by the respective depositories, viz., NSDL & CDSL, will be printed on the dividend warrants. Members holding shares in electronic form are further advised to communicate to their respective depository participants, changes, if any, in their address/bank account. Members desiring to receive dividend through electronic clearing system may submit the requisition accordingly.
10. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company at least 10 days prior to the date of meeting so that the requisite information can be readily made available at the meeting.
11. Members / proxies are requested to bring the copies of annual report and attendance slip duly filled while attending the meeting.
12. All the members are requested to register their e-mail id with Sharex Dynamic (India) Pvt. Ltd., Registrar and share transfer agent for the purpose of service of documents under Section 20 of the Companies Act, 2013 by e-mode instead of physical service of documents.
13. The members holding the shares in physical form can avail of the nomination facility in terms of Section 72 of the Companies Act, 2013, by furnishing Form SH. 13 (in duplicate) to the Company or the Registrar and Share Transfer Agent of the Company. The said form will be made available on request. In case of shares held in dematerialized form, a nomination form will have to be lodged by the members with their DPs.
14. The Securities and Exchange Board of India has notified that the shareholders/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action. Accordingly, all the shareholders / transferee of shares (including joint holders) are requested to furnish a self attested copy of their PAN Card to the Company / RTA while transacting in the securities market including transfer, transmission or any other corporate action.
15. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14th September, 2016 may follow the same procedure as mentioned below for e-Voting. However, if you are already registered with CDSL for remote e-voting then you can use your exiting password for casting your vote.
16. **E-Voting:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules) Rules, 2014, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services (e-voting from a place other than the venue of AGM) provided by CDSL, on all resolutions set forth in this Notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 18.09.2016 at 9.00 A.M. and ends on Tuesday, 20.09.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  * Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.  * In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Gokunda Diamonds and Jewellery Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- \* Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - \* A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - \* After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - \* The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - \* A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Ms. Hetal Shah, Practicing Company Secretary (Membership No. FCS 8063), has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The voting rights of Members shall be in proportion to their shares of the paid – up equity share capital of the Company as on 14th September, 2016.
- (xxiii) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again.
- (xxiv) The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the general meeting.
- (xxv) The Scrutinizer after scrutinizing the votes cast at the Annual General Meeting and through remote e-voting will not later than three days of the conclusion of Annual General Meeting make a consolidated Scrutinizer's Report and submit the same to the Chairman.
- (xxvi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gokunda.com](http://www.gokunda.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com).



## Explanatory statement pursuant to section 102 of the Companies Act, 2013

### ITEM NO. 5:

The Board of Directors of the Company ('the Board') at the meeting held on 12th August, 2016 on the recommendation of the Nomination & Remuneration Committee and subject to approval of Members, approved the appointment of Ms. Rajani Poddar having confirmed Director Identification Number 07224114 as an Additional Non-Executive Independent Director of the Company in terms of Section 149, 152, 161 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof.

The Company has received a notice in writing from a shareholder along with the requisite deposit pursuant to Section 160 of the Act, proposing the candidature of Ms. Rajani Poddar for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

The Company has received from Ms. Rajani Poddar (i) consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Accordingly, the Ordinary Resolution proposed at Item No. 5 seek the approval of shareholders for the appointment of Ms. Rajani Poddar as Independent Director of the Company for a term of 5 (five) consecutive years.

In the opinion of the Board, Ms. Rajani Poddar fulfill the conditions for appointment as an Independent Director as specified in the Act and the Listing Agreement with the Stock Exchanges and she is independent of the management.

Brief resume of Ms. Rajani Poddar pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is provided below.

Given her expertise, knowledge and experience, the Board of Directors considers appointment of Ms. Rajani Poddar as an Independent Director in the interest of the Company and recommends resolution as set out in the accompanying Notice for approval of Members.

Except the Independent Director (who may be deemed to be interested in the proposed resolutions) none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions proposed in Item No. 5.

### ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING

#### DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

1. Details of Director seeking Re-Appointment at the forthcoming Annual General Meeting:

Name of Director	Mr. Karan Singh Baid
Date of Birth	29.08.1948
Nationality	Indian
Date of Appointment on the Board	10.11.2011
Qualification	B.E.
Expertise	Jewellery Manufacturing & Marketing
Number of shares held in the Company	1,85,156 Equity Shares
List of Directorships held in other companies	1
Chairman/ Member of the Committee of the Board of Companies in which he is Director (other than Golkunda)	0

2. Details of Director seeking Appointment as an Independent Director at the forthcoming Annual General Meeting:

Name of Director	Ms. RAJANI PODDAR
Date of Birth	28/09/1964
Nationality	Indian
Date of Appointment on the Board	12.08.2016
Qualification	Post Graduate/Master/Equivalent
Expertise	Strategic Planning and Finance and Jewellery Designing
Number of shares held in the Company	Nil
List of Directorships held in other companies	1 WESTERN INDIA SHIPYARD LIMITED
Chairman/ Member of the Committee of the Board of Companies in which he is Director (other than Golkunda)	0