



# GOLKUNDA DIAMONDS & JEWELLERY LIMITED

(CIN: L36912MH1990PLC058729)

**Regd. Address:** G-30, Gems & Jewellery Complex III, SEEPZ, Andheri (East), Mumbai-400 096

Website : [www.golkunda.com](http://www.golkunda.com), E mail : [admin@golkunda.com](mailto:admin@golkunda.com)

Tel. No. +91 22 2829 0155 / 56, Fax No. +91 22 2829 0373

## NOTICE

NOTICE is hereby given that an **Extraordinary 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 24th April, 2015 at 4.00 P.M. to transact the following business:

### **SPECIAL BUSINESS:**

1. *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 Clause 49 of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), Ms. Roli Gupta (holding DIN: 07109930), 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. 02.03.2015, for a five consecutive years and whose office shall not, henceforth, 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."

2. *To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:*

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 and of the Companies Act, 2013 including any statutory modifications, or re-enactments thereof, the consent of the Company be and is hereby granted to the Board of Directors for securing the loans / borrowings of the company taken from time to time by way of mortgage and/or charge, in addition to the mortgages/charges created or to be created by the company, in such form and manner and with such ranking and at such time and on such terms as the Board / any individual director / any person authorized (by Board / any existing director) may determine, on all or any of the movable and/or immovable assets of the Company, both present and future and/or the whole or any part of the undertaking(s), of the company up to an amount of Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) at any point of time i.e. in case of any previous charge release on account of repayment of the same or otherwise in favour of any persons / lending institution, will again be available to the company for creation of charge as long as the said new mortgage / hypothecation / charge are within above said ceiling of authority to create a charge.

FURTHER RESOLVED THAT the Board of Directors or any person authorized by the Board or any individual Director holding position of a directorship as on the date of borrowing, from time to time be and are hereby empowered and authorized to finalize the terms and conditions for creating the aforesaid mortgage and / or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution."

### **REGISTERED OFFICE:**

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

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

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

Date: 02.03.2015

**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 Meeting. Blank Proxy Form is enclosed.
2. The Explanatory Statement pursuant to Section 102 of Companies Act, 2013, relating to the Special Business as set out in Item Nos. 1 and 2 and relevant details in respect of item No. 2 pursuant to the provision of Clause 49 of the Listing agreement, are annexed hereto.
3. Members desirous of getting any information about the agenda to be transacted at the Extraordinary General Meeting 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.
4. 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.
5. **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 as amended, the Members are provided with the facility to cast their vote electronically, through the e-voting services 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 21.04.2015, 9.00 AM and ends on 23.04.2015, 5.00 PM. 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 27.03.2015, 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>	
<b>PAN</b>	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.
<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  * Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then 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 the relevant **Golkunda 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- \* Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](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 should be mailed 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.
- (xix) 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).
- (xx) Ms. Hetal Shah, Practicing Company Secretary (Membership No. ACS 24998), has been appointed as the scrutinizer to scrutinize the e-voting process (including the Ballot Form to be received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (xxi) The voting rights of Members shall be in proportion to their shares of the paid – up equity share capital of the Company as on 27.03.2015.
- (xxii) The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again.
- (xxiii) The facility for e-voting either through the electronic voting system or 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 e-voting shall be able to exercise their right at the general meeting.
- (xxiv) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxv) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.golkunda.com](http://www.golkunda.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013**

### **ITEM NO. 1:**

The Board of Directors of the Company ('the Board') at the meeting held on 2nd March, 2015, on the recommendation of the Nomination & Remuneration Committee and subject to approval of Members, approved the appointment of Ms. Roli Gupta having confirmed Director Identification Number 07109930 as a Non-Executive Independent Director of the Company in terms of Section 149, 152 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. Roli Gupta 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. Roli Gupta (i) consent in writing to act as 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 Nos. 1 seek the approval of shareholders for the appointment of Ms. Roli Gupta as Independent Director of the Company for a term of 5 (five) consecutive years.

In the opinion of the Board, Ms. Roli Gupta fulfill the conditions for appointment as an Independent Director as specified in the Act and the Listing Agreement with the Stock Exchanges and they are independent of the management.

Brief resume of Ms. Roli Gupta pursuant to Clause 49 of the Listing Agreement with Stock Exchange is provided below.

Given her expertise, knowledge and experience, the Board of Directors considers appointment of Ms. Roli Gupta 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 Nos. 1.

### **ITEM 2:**

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of any Company, shall not except with the consent of the members of the company in general meeting sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or where the company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking/s;

In order to meet the funds requirement of the company from time to time, and in order to avail additional financial facilities for the company it need to approach Banks / financial institutions for financial assistance in the form of long term / medium term / short term loans from time to time which would necessitate to create security in the form of first/subsequent charge on all or any of the present and future movable or immovable properties of the company, in favour of the lenders.

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the mortgage or charge on all or any part of the moveable and / or immoveable properties of the Company may be deemed as the disposal of the whole or substantially whole of the undertaking of the Company and hence your approval is herewith sought.

Accordingly, it is proposed to pass an enabling resolution authorizing the Board to create charge on the assets of the Company for a value not exceeding Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) at any point of time i.e. in case of any previous charge release on account of repayment of the same or otherwise in favour of any persons / lending institution, will again be available to the company for creation of charge as long as the said new mortgage / hypothecation / charge are within above said ceiling of authority to create a charge.

The Directors therefore, recommend the Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

#### **REGISTERED OFFICE:**

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

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

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

Date: 02.03.2015

## ANNEXURE TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING

### DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE FORTHCOMING EXTRAORDINARY GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement)

<b>Name of Director</b>	<b>Roli Gupta</b>
Date of Birth	19.12.1978
Nationality	Indian
Date of Appointment on the Board	02.03.2015
Qualification	LLB
Expertise	Labour Law Matters
Number of shares held in the Company	NIL
List of Directorships held in other companies	NIL
Chairman/ Member of the Committee of the Board of Companies in which he is Director (other than Golkunda)	NIL



## **GOLKUNDA DIAMONDS & JEWELLERY LIMITED**

(CIN: L36912MH1990PLC058729)

**Regd. Address:** G-30, Gems & Jewellery Complex III, SEEPZ, Andheri (East), Mumbai-400 096

Website : [www.golkunda.com](http://www.golkunda.com), E mail : [admin@golkunda.com](mailto:admin@golkunda.com)

Tel. No. +91 22 2829 0155 / 56, Fax No. +91 22 2829 0373

---

Dear Share Holder (s)

Your Company Shares has been admitted for Demat by both the Depository National Depositories National Securities Depository Ltd.,(NSDL) And Central Depository Services(India)Limited(CDSL) the ISIN No. allotted is ISIN- INE798D1015

As you would be aware in today's Modern time and Age of Electronic Securities Holding Equity Shares in Physical Form would not be the most preferred option from the Investors as well as the Company's point of view. Dematerialized Shares offer protection from theft and various other undue hassles relating to transfer etc. Besides being cost effective and reducing unnecessary paper work for the Company, most important physical shares are not tradable on the Stock Exchange and therefore it is absolutely essential to Dematerialize your Physical Shares so as to enable you to trade freely in the Shares of the company.

We request you to get in touch with your Depository participant (DP) and get your Physical Equity Shares Dematerialized at any early date.

Members holding Shares in Physical Mode are requested to Register their E-mail ID'S with Sharex Dynamic (India) Pvt.Ltd., The Registrars & Share Transfer Agents of the Company and Members holding Shares in Demat Mode are requested to Register their Email ID'S with their E-mail ID'S with their respective Depository participants(DPS) in case the same is still not Registered.

Thank You,

## Form No. MGT-11

### Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L36912MH1990PLC058729

Name of the company: **GOLKUNDA DIAMONDS & JEWELLERY LIMITED**

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

Name of the member(s) :	
Registered Address :	
E mail ID :	
Folio No./Client ID :	
DP ID :	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: .....

Address: .....

.....

E-mail Id: .....

Signature:....., or failing him

2. Name: .....

Address: .....

.....

E-mail Id: .....

Signature:....., or failing him

3. Name: .....

Address: .....

.....

E-mail Id: .....

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on Friday, the 24th April, 2015 at 4.00 p.m. at "SUNCITY RESIDENCY HOTEL, Eden – Hall, 16th Road, Masheshwari Nagar, MIDC, Marol, Andheri (E) Mumbai – 400 093" and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1	Appointment of Ms. Roli Gupta as a Non Executive Independent Director of the Company to hold office for a period of five years.
2	Authority to Board of Directors to create charge on the assets of the Company

Signed this..... day of..... 2015

Signature of shareholder



Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**