



**18<sup>TH</sup> ANNUAL REPORT  
2016-2017**

**PATDIAM JEWELLERY LIMITED**

**CIN: L36911MH1999PLC120537**

**Regd. Office: Gala No 102, Bldg No. 1,  
SEEPZ SEZ, Andheri (E) Mumbai (MH) – 400 096**

**Tel: +22-2829 3455/56; Fax: +22-2829 3459**

**E-mail ID: [info@patdiam.com](mailto:info@patdiam.com); Website: [www.patdiam.com](http://www.patdiam.com)**

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**PATDIAM JEWELLERY LIMITED**

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## PATDIAM JEWELLERY LIMITED

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### COMPANY INFORMATION

#### BOARD OF DIRECTORS

Samir Kakadia	-	Managing Director
Pravin Kakadia	-	Chairman & Director
Priti Kakadia	-	Women Director
Paresh Shah	-	Independent Director
Jayesh Avaiya	-	Independent Director
Prakash Shah	-	Independent Director

#### STATUTORY COMMITTEES

##### AUDIT COMMITTEE

Paresh Shah	-	Chairman
Jayesh Avaiya	-	Member
Prakash Shah	-	Member

##### NOMINATION & REMUNERATION COMMITTEE

Prakash Shah	-	Chairman
Jayesh Avaiya	-	Member
Paresh Shah	-	Member

##### STAKEHOLDER'S RELATIONSHIP COMMITTEE

Prakash Shah	-	Chairman
Jayesh Avaiya	-	Member
Paresh Shah	-	Member

#### CHIEF FINANCIAL OFFICER

Bharat Kumar Keshvlal Shah

#### COMPANY SECRETARY

Aditi Neema

#### STATUTORY AUDITORS

**Pulindra Patel & Co.,**

Chartered Accountants

307, 3<sup>rd</sup> Floor, Gold Mohur Society,

174 Princess Street, Kalbadevi Road,

Mumbai – 400 002, Maharashtra

Tel No. 022-22056233 / 43472356

E-mail: pulindra\_patel@hotmail.com

**SECRETARIAL AUDITOR**

**SKJ & Associates,**

Company Secretaries

21A, 2<sup>nd</sup> Floor, Shankar Seth Building,

380-382 J.S.S. Road, Chira Bazar,

Mumbai – 400 002, Maharashtra

Tel. No. 022-2203 7706

E-mail: skjandassociates@gmail.com

**REGISTRAR & TRANSFER AGENT**

**Bigshare Services Private Limited**

1<sup>st</sup> Floor, Bharat Tin Works Building,

Opp. Vasant Oasis, Makwana Road,

Marol, Andheri East,

Mumbai – 400 059, Maharashtra

Tel. No. 022- 6263 8200

E-mail: investor@bigshareonline.com

Website: www.bigshareonline.com

**REGISTERED OFFICE**

**Patdiam Jewellery Limited**

CIN: L36911MH1999PLC120537

Regd. Office: Gala No 102, Bldg No. 1,

SEEPZ SEZ, Andheri (E),

Mumbai – 400 096, Maharashtra

Tel: +22-2829 3455/56

Fax: +22-2829 3459

E-mail ID: info@patdiam.com; cs@patdiam.com

Investor Complaints: investors@patdiam.com; cs@patdiam.com

Website: www.patdiam.com

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## PATDIAM JEWELLERY LIMITED

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### NOTICE FOR 18<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that 18<sup>th</sup> Annual General Meeting of **Patdiam Jewellery Limited** will be held on **Friday, the 29<sup>th</sup> day of September, 2017 at 02.00 P.M.** at the Registered Office of the Company **at Gala No. 102, Building No. 1, SEEPZ++, SEZ, Andheri East, Mumbai – 400 096**, to transact the following business :

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Pravin Kakadia (DIN: 00178140), who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify appointment of M/s. Pulindra Patel & Co, Chartered Accountants, as Statutory Auditor of the Company and in this connection, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Members at the 17<sup>th</sup> Annual General Meeting appointing M/s. Pulindra Patel & Co., Chartered Accountants, Mumbai (Firm Registration No. 115187W) as Statutory Auditors of the Company to hold office until the conclusion of 22<sup>nd</sup> Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. Pulindra Patel & Co., as Statutory Auditors of the Company for the Financial Year ending 31<sup>st</sup> March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

#### **SPECIAL BUSINESS:**

4. Approval for entering into Related Party Transactions by the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties and for the maximum amounts per annum, as mentioned herein below:

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**PATDIAM JEWELLERY LIMITED**

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S. No.	Nature of Transactions as per section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party	Maximum Amounts (Per Annum)
1.	Sale, purchase or supply of any goods / materials	Mr. Samir Kakadia, Managing Director; Mrs. Priti Kakadia, Director & Mr. Pravin Kakadia Chairman and Director are the Partners in the Related entity	M/s Patdiam	Rs. 25,00,00,000/-
2.			M/s Patdiam Jewels	Rs. 2,50,00,000/-

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

**Registered Office:**

Gala No 102, Bldg No. 1,  
SEEPZ SEZ, Andheri (E),  
Mumbai (MH) – 400 096

By Order of the Board of Directors  
For **Patdiam Jewellery Limited**

**Pravin Kakadia**  
Chairman

Dated: September 01, 2017

**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/ HERSELF AND THE PROXY NEED NOT BE A MEMBER. A person can act as 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. 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.
2. A blank Proxy Form is enclosed with this notice and if intended to be used, the form duly completed should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the Annual General Meeting (AGM). Proxies submitted on behalf of Companies, societies etc. must be supported by appropriate resolution/ authority as applicable.
3. The Members/ Proxies/ Authorized Representative attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same after filling in their folio number at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only on verification of the signature(s) on the Attendance Slip.
4. Duplicate attendance slip shall not be issued at the AGM venue. The same shall be issued at the Registered Office of the Company up to a day preceding the day of the AGM.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
6. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
7. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the AGM. The Members are, therefore requested to bring their copies of the Annual Report to the meeting. Those members who have not received copies of Annual Report can collect their copies from the Corporate/ Registered Office of the Company.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 25<sup>th</sup> September 2017 to Friday, 29<sup>th</sup> September 2017 (both days inclusive).
9. The members are requested to inform changes, if any, in their Registered Address along with Pin Code Number to the Company at the following Address:  
PATDIAM JEWELLERY LIMITED  
Gala No 102, Bldg No 1,  
SEEPZ SEZ, Andheri (E),  
Mumbai – 400 096 (MH)  
Member whose shareholding is in electronic mode, are requested to direct change of address to their respective depository participant.
10. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days notice in writing is given to the Company.

11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will also be available for inspection by the members at the AGM.
12. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at Gala No 102, Bldg No 1, SEEPZ SEZ, Andheri (E), Mumbai – 400 096 (MH) for the attention of Ms. Aditi Neema, Company Secretary, at least ten days in advance of the Meeting so that requisite information can be made available at the Meeting.
13. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during working hours between 10.00 A.M. to 1.00 P.M. except holidays up to the date of AGM.
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
15. Electronic copy of the Annual Report and Notice of the 18<sup>th</sup> Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 18<sup>th</sup> Annual General Meeting of the Company along with Attendance Slip and Proxy Form are being sent in the permitted mode.
16. Members may also note that physical copies of the Notice of the 18<sup>th</sup> Annual General Meeting and the Annual Report for 2017 will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
17. Securities and Exchange Board of India (SEBI) & the Ministry of Corporate Affairs (MCA) encourages paperless communication as a contribution to greener environment.  
Members holding shares in physical mode are requested to register their e-mail ID's with 'Bigshare Services Private Limited', the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered.  
If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
18. As per Notification issued by Ministry of Corporate Affairs dated 19<sup>th</sup> of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under



## **PATDIAM JEWELLERY LIMITED**

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Chapter XB as it is a SME Company and listed on SME platform of BSE Limited.  
Therefore Company is not providing e-voting facility to its shareholders  
19. The route map showing directions to reach the venue of the Meeting is annexed.

**Registered Office:**

Gala No 102, Bldg No. 1,  
SEEPZ SEZ, Andheri (E),  
Mumbai (MH) – 400 096

By Order of the Board of Directors  
For **Patdiam Jewellery Limited**

**Pravin Kakadia**  
**Chairman**

Dated: September 01, 2017

**EXPLANATORY STATEMENT**

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item nos. 4 in the accompanying Notice of the Annual General Meeting.

**Item No. 4: Approval for entering into Related Party Transactions by the Company**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the Related Parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case transaction specified in Section 188(1) exceeding threshold limit specified in respective rules, prior approval of the shareholders by way of a Special Resolution must be obtained.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013).

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

- 1) Name of the Related Party:
  - M/s Patdiam and
  - M/s Patdiam Jewels
- 2) Name of the Director or Key Managerial Personnel who is related, if any and Nature of Relationship:

Mr. Samir Kakadia, Managing Director; Mrs. Priti Kakadia, Director & Mr. Pravin Kakadia Chairman and Director are the common Partner in M/s Patdiam and M/s Patdiam Jewels
- 3) Nature, material terms and particulars of the contract or arrangement:

Sale and Purchase of Diamond
- 4) Maximum monetary value involved
  - M/s Patdiam and Rs.25,00,00,000/- (Rupees Twenty Five Crore Only)
  - M/s Patdiam Jewels Rs.2,50,00,000/- (Rupees Two Crore Fifty Lacs Only)

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 04 shall be entitled to vote on this special resolution.

The Board of Directors recommends the resolution set forth in item No. 04 for approval of the Members.

## **PATDIAM JEWELLERY LIMITED**

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Except Promoter Directors and their relatives (to the extent of their shareholding interest in the Company), no other director or Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in passing of this resolution.

**Registered Office:**

Gala No 102, Bldg No. 1,  
SEEPZ SEZ, Andheri (E),  
Mumbai (MH) – 400 096

By Order of the Board of Directors  
For **Patdiam Jewellery Limited**

**Pravin Kakadia**  
**Chairman**

Dated: September 01, 2017

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## PATDIAM JEWELLERY LIMITED

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### 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)*

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

Name of Director	Mr. Pravin Kakadia
Date of Birth	01/10/1962
Nationality	Indian
Date of Appointment on the Board	16/09/2000
Shareholding	1018950 Equity Shares (as on 31.03.2017)
Qualification	Graduated in Commerce
Relationship between directors inter-se	Brother of Mr. Samir Kakadia & Brother in law of Mrs. Priti Kakadia
Expertise	Jewellery Manufacturing & Marketing
Name of Companies in which he/she holds directorship	Other Directorship (as on 31.03.2017): – Golden Meadows Properties Pvt. Ltd.
Name of Committees of the Companies in which he/ she holds Membership (as on 31.03.2017)	Committee positions held in Company: – Nil Committee Positions held in other Public Companies: – Nil

## DIRECTOR'S REPORT

**Dear Members,**

On behalf of the Board of Directors, it is our pleasure to present the 18<sup>th</sup> Annual Report together with the Audited Statement of Accounts of your Company 'PATDIAM JEWELLERY LIMITED' for the year ended 31<sup>st</sup> March, 2017.

### FINANCIAL RESULTS

Particular	(Amount in Rs.)	
	For the F.Y. ended 31/03/2017	For the F.Y. ended 31/03/2016
Revenue & other Income	44,81,53,565/-	47,06,26,483/-
Expenses	43,31,23,526/-	45,44,08,917/-
<b>Net Profit/(loss) before Exceptional / Extra Ordinary Items/tax</b>	<b>1,50,30,038/-</b>	<b>1,62,17,566/-</b>
Exceptional Items	-	-
<b>Profit Before Tax</b>	<b>1,50,30,038/-</b>	<b>1,62,17,566/-</b>
Tax of Previous Year	2,07,264/-	20,460/-
Current Tax	42,80,000/-	33,10,000/-
MAT Credit	8,22,386/-	42,76,821/-
Deferred Tax	4,23,401/-	(7,89,702/-)
<b>Net Profit / (Loss) after tax</b>	<b>1,01,43,789/-</b>	<b>93,99,987/-</b>

### COMPANY'S PERFORMANCE

During the year under review, the Company's sales income declined by 2.41% to Rs. 44,78,90,156/- compared with Rs. 45,89,75,543/- in the previous year. Profit before tax declined by 7.32% to Rs. 1,50,30,038/- compared with Rs. 1,62,17,566/- in the previous year. However company has witness a growth in the net profit of 7.91% to Rs. 1,01,43,789/-. This performance came in the backdrop of an environment where the consumer sentiment did not pick up as expected and regulatory measures favorably affected the jewellery business.

### TRANSFER TO RESERVES

The company except its surplus profit has not carried any amount to the reserves during the year.

### DIVIDEND

Your Directors do not recommend any dividend for the year as the profits earned need to be ploughed back into the operations of the company and will be used for working requirements of the Company.

### **DEPOSITS**

Your Company has neither accepted / renewed any deposits from public during the year nor has any outstanding deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The details of Loans, Guarantees, Securities and Investments made during the financial year ended 31<sup>st</sup> March, 2017 are given in the notes to the Financial Statements in compliance with the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014.

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

Your Company had no subsidiaries, Joint Venture or Associate Company during the year under review.

### **SHARE CAPITAL**

As on 31<sup>st</sup> March, 2017, the issued, subscribed and paid up share capital of your Company stood at Rs. 4,31,70,000/- (Rupees Four Crores Thirty One Lacs Seventy Thousand Only), comprising 43,17,000 (Forty Three Lacs Seventeen Thousand) Equity shares of Rs.10/- each.

The Company has neither not 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.

### **EXTRACT OF ANNUAL RETURN**

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in Form MGT-9 is Annexed herewith as 'Annexure A' to this Director's Report

### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188**

All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company.

The details of material contract or arrangement or transaction entered into by the Company with related parties at arm's length basis during the year have been mentioned in the form AOC-2 which is attached as 'Annexure B'.

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.patdiam.com](http://www.patdiam.com).

## **DIRECTORS**

As per the provisions of the Companies Act, 2013, Mr. Pravin Kakadia, retires by rotation at the forthcoming AGM and being eligible, offers himself for reappointment. The Board recommends his reappointment.

The brief particulars of the Directors seeking appointment /re-appointment at this Annual General Meeting are being annexed to the Report.

## **KEY MANAGERIAL PERSONNEL**

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014 framed thereunder.

1. Mr. Samir Kakadia, Managing Director
2. Mr. Bharatkumar Keshvlal Shah, Chief Financial Officer (CFO)
3. Mr. Tejas Doshi, Company Secretary and Compliance Officer
4. Ms. Aditi Neema, Company Secretary and Compliance Officer

During the year under review, Mr. Tejas Doshi, Company Secretary and Compliance Officer of the Company has resigned from the office w.e.f. 22<sup>nd</sup> November, 2016 due to his pre-occupation in other assignments. To fill the vacancy caused due to his resignation, Ms. Aditi Neema, has been appointed as Company Secretary and Compliance Officer with effect from 10<sup>th</sup> January, 2017

## **DECLARATION GIVEN BY INDEPENDENT DIRECTORS**

The independent directors have submitted the declaration of independence, as required pursuant to sub-section (7) of section 149 of the Companies Act, 2013 stating that they meet the criteria of independence as provided in sub-section(6) of Section 149 of the Act read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR).

## **PERFORMANCE EVALUATION OF THE BOARD**

Pursuant to the provisions of Section 178 of the Act, read with SEBI (Listing Obligations & 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.

#### **DETAILS OF BOARD MEETINGS**

During the financial year under review, 12 (Twelve) Board Meetings were convened and held, details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period of 120 days as prescribed under the Companies Act, 2013 and Regulation 17 of SEBI Listing Regulations, 2015.

#### **DIRECTORS' RESPONSIBILITY STATEMENTS**

Pursuant to the requirement under section 134 of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) In the preparation of the annual accounts for financial year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) The Directors have 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 as at March 31, 2017 and of the profit of the Company for that period;
- (c) The Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- (d) The Directors have prepared the annual accounts for the year ended March 31, 2017, on a going concern basis;
- (e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **STATUTORY AUDITORS**

M/s. Pulindra Patel & Co., Chartered Accountants, was appointed as the Statutory Auditors for a period of 5 years in the 17<sup>th</sup> Annual General Meeting held on 30.09.2015. Their continuance of appointment and payment of remuneration needs to be confirmed, ratified and approved in the ensuing Annual General Meeting. Your Directors recommend the ratification of appointment of Auditor at the ensuing Annual General Meeting.

#### **STATUTORY AUDITOR REPORT**

There are no qualifications, reservations or adverse remarks made by M/s. Pulindra Patel & Co., Chartered Accountants, Statutory Auditors in their report for the Financial Year ended 31<sup>st</sup> March, 2017. The Report is attached hereto and is self-explanatory requiring no further elucidation.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

#### **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the



Company has appointed M/s. SKJ & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year ended March 31, 2017.

The Secretarial Audit Report is annexed herewith as an 'Annexure C' to this Report. The response of your directors on the observation made in Secretarial Audit Report is as follows:

**Observation:**

As per section 138 (1) of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed the same.

**Response:**

The Company is in process of finding suitable candidate to act as an Internal Auditor.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis forms an integral part of this Report and gives details of the overall industry structure, developments, performance and state of affairs of the Company's businesses, internal controls and their adequacy, risk management systems and other material developments during the financial year.

Management Discussion and Analysis Report is presented in a separate section forms part of the Annual Report as 'Annexure D'.

### **CORPORATE GOVERNANCE**

The Company is committed in maintaining the highest standards of Corporate Governance and adhering to the disclosure norms as set out by Securities and Exchange Board of India. The Report on Corporate Governance with Auditor's Certificate thereon in terms of Regulation 34 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR) read with Schedule V of said regulations forms part of the Annual Report.

### **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to the provision of Section 135 of the Companies Act, 2013 the company is not required to undertake Corporate Social Responsibility activities.

### **PARTICULARS OF EMPLOYEES**

There are no employees who are receiving remuneration exceeding of Rs. eight lakh and fifty thousand per month or Rs. one crore and two lakh rupees per annum under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished as follows:

- **CONSERVATION OF ENERGY**

The operation of your Company is not energy intensive. However, the Company makes its best efforts for conservation of energy in its factory and office premises.

• **TECHNOLOGY ABSORPTION, ADAPTATIONS & INNOVATION**

The Company has not carried out any specific research and development activities. The Company uses indigenous technology for its operations. Accordingly, the information related to technology absorption, adaptation and innovation is reported to be NIL.

• **FOREIGN EXCHANGE EARNINGS AND OUTGO**

The foreign exchange earnings and outgo are as follows:

Particulars	Current Year	Previous Year
<b>FOREIGN EXCHANGE EARNINGS</b>		
F.O.B. Value of Export	43,92,57,265/-	44,65,10,662/-
<b>FOREIGN EXCHANGE OUTGO (Value of Imports calculated on CIF Basis)</b>		
Raw Materials	50184428/-	44,87,92,515/-
Consumable stores	14,37,872/-	13,09,904/-
Capital Goods	-	6,80,000/-
Expenditure	48,24,537/-	52,84,067/-

**VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

In compliance with the provisions of section 177(9) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (LODR), the Company has adopted a Whistle Blower Policy as a vigil mechanism for directors and employees of the Company.

The Whistle Blower Policy is disclosed on the Company's website [www.patdiam.com](http://www.patdiam.com)

**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 over view 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.

**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.

**MATERIAL CHANGES AND COMMITMENTS**

There were no material changes and commitments, affecting the financial position of the Company which has occurred from the end of financial year i.e. March 31, 2017 to the date of Directors Report.

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

During the year under review there was no such orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**POLICY ON SEXUAL HARASSMENT**

The company has in place a policy for prevention of sexual harassment in accordance with the requirements of the Sexual Harassment of women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company did not receive any complain during the year 2016-17.

**ACKNOWLEDGMENTS**

The Directors take this opportunity to place on record their sincere thanks to the suppliers, customers, strategic partners, Banks and Financial Institutions, Insurance Companies, Central and State Government Departments and the shareholders for their support and co-operation extended to the Company from time to time. Directors are pleased to record their appreciation of the sincere and dedicated services of the employees and workmen at all levels

For and on behalf of the Board  
**PATDIAM JEWELLERY LIMITED**

**Date: 01.09.2017**  
**Place: Mumbai**

**Pravin Kakadia**  
**Chairman & Director**  
**(DIN: 00178140)**

**Samir Kakadia**  
**Managing Director**  
**(DIN: 00178128)**

**PATDIAM JEWELLERY LIMITED**

'Annexure A'

**FORM MGT 9  
EXTRACT OF ANNUAL RETURN  
(as on Financial Year ended on 31.03.2017)**

*{Pursuant to Section 92(3) of the Companies Act, 2013 and  
Rule 12(1) of the Company (Management & Administration) Rules, 2014}*

<b>I.</b>	<b>REGISTRATION &amp; OTHER DETAILS</b>	
1.	CIN	L36911MH1999PLC120537
2.	Registration Date	25/06/1999
3.	Name of the Company	Patdiam Jewellery Limited
4.	Category/Sub-category of the Company	Company Limited By Shares Indian Non Government Company
5.	Address of the Registered office & contact details	Gala No. 102, Building No. 1, Seepz, Sez, Andheri East, Mumbai - 400 096
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BIGSHARE SERVICES PRIVATE LIMITED 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400 059, Maharashtra

<b>II.</b>	<b>PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b> (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)		
S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Manufacturing of Diamonds, Precious & Semi - Precious Stone, etc	32112	100%

<b>III.</b>	<b>PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES</b>				
S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-	None	-	-	-	-

**PATDIAM JEWELLERY LIMITED**

IV.	SHARE HOLDING PATTERN (Equity share capital breakup as percentage of total equity)								
(i)	Category-wise Share Holding								
Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	3000000	-	3000000	69.49%	3000000	-	3000000	69.49%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total(A)(1)	3000000	-	3000000	69.49%	3000000	-	3000000	69.49%	-
(2) Foreign									
a) NRI Individuals	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Any other	-	-	-	-	-	-	-	-	-
Sub Total(A)(2)	-	-	-	-	-	-	-	-	-
TOTAL (A)	3,000,000	-	3,000,000	69.49%	3,000,000	-	3,000,000	69.49%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	78,000	-	78,000	1.81%	91,561	-	91,561	2.12%	0.31%
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									

**PATDIAM JEWELLERY LIMITED**

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	434,949	-	434,949	10.08%	467,931	-	467,931	10.84%	0.76%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	804,000	-	804,000	18.62%	750,000	-	750,000	17.37%	-1.25%
c) Others (specify)									
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	51	-	51	-	7,508	-	7,508	0.17%	0.17%
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	1,317,000	-	1,317,000	30.51%	1,317,000	-	1,317,000	30.51%	0.00%
<b>Total Public(B)</b>	1,317,000	-	1,317,000	30.51%	1,317,000	-	1,317,000	30.51%	0.00%
<b>C. Shares held by Custodian for GDR &amp; ADR</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>4317000</b>	<b>-</b>	<b>4317000</b>	<b>100%</b>	<b>4317000</b>	<b>-</b>	<b>4317000</b>	<b>100 %</b>	<b>-</b>

(ii)	<b>Shareholding of Promoter</b>							
S. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 1-April-2016]			Shareholding at the end of the year [As on 31-March-2017]			% 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.	Mr. Pravin Kakadia	1,018,950	23.60%	-	1,018,950	23.60%	-	0.00%
2.	Mr. Samir Kakadia	900,000	20.85%	-	900,000	20.85%	-	0.00%
3.	Mr. Ganeshbhai Navadia	330,000	7.64%	-	330,000	7.64%	-	0.00%
4.	Mr. Maheshbhai Navadia	330,000	7.64%	-	330,000	7.64%	-	0.00%
5.	Mr. Chhaganbhai Navadia	300,000	6.95%	-	300,000	6.95%	-	0.00%
6.	Mrs. Priti Kakadia	120,000	2.78%	-	120,000	2.78%	-	0.00%
7.	Mr. Dhruv Pravin Kakdia	1050	0.02%	-	1050	0.02%	-	0.00%

**PATDIAM JEWELLERY LIMITED**

(iii)	<b>Change in Promoters' Shareholding (please specify, if there is no change)</b>						
S. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year			No Change			
	Changes during the year						
	At the end of the year						

(iv)	<b>Shareholding Pattern of top ten Shareholders</b> (Other than Directors, Promoters and Holders of GDRs and ADRs)						
S. NO	NAME	No. of Shares at the Beginning / End of the year	Date	Increase/ Decrease in share-holding	Reason	Cumulative Shareholding during the year	% of total shares of the Company
1	Sejal Khengar Shah	123,000	1-Apr-16	-	-	123,000	2.85
			16-Dec-16	(4500)	Transfer	118,500	2.75
			23-Dec-16	(28500)	Transfer	90,000	2.08
			30-Dec-16	(16500)	Transfer	73,500	1.70
			6-Jan-17	(3000)	Transfer	70,500	1.63
			13-Jan-17	(22500)	Transfer	48,000	1.11
			27-Jan-17	(4500)	Transfer	43,500	1.01
			3-Feb-17	(4500)	Transfer	39,000	0.90
			10-Feb-17	(12000)	Transfer	27,000	0.63
			17-Feb-17	(1500)	Transfer	25,500	0.59
			24-Feb-17	(9000)	Transfer	16,500	0.38
			10-Mar-17	(4500)	Transfer	12,000	0.28
			17-Mar-17	(12000)	Transfer	0	0.00
		Nil	31-Mar-17	-	-	0	0.00
2	Sameer Aggarwal	72,000	1-Apr-16	-	-	72,000	1.67
		72,000	31-Mar-17	-	-	72,000	1.67
3	Vignesh Babubhai Sutariya	6,000	1-Apr-16	-	-	6,000	0.14
			16-Dec-16	4500	Transfer	10,500	0.24
			23-Dec-16	31500	Transfer	42,000	0.97
			30-Dec-16	7500	Transfer	49,500	1.15
		49,500	31-Mar-17	-	-	49,500	1.15
4	Khantilal Kalidas Shah	48,000	1-Apr-16	-	-	48,000	1.11
		48,000	31-Mar-17	-	-	48,000	1.11
5	Sharekhan Limited	9,000	1-Apr-16	0	Transfer	9,000	0.21
			3-Jun-16	1500	Transfer	10,500	0.24
			8-Jul-16	1500	Transfer	12,000	0.28
			15-Jul-16	1500	Transfer	13,500	0.31
			22-Jul-16	(3000)	Transfer	10,500	0.24
			7-Oct-16	(10500)	Transfer	0	0.00
			30-Dec-16	9000	Transfer	9,000	0.21
			13-Jan-17	22500	Transfer	31,500	0.73
			27-Jan-17	3000	Transfer	34,500	0.80
			24-Feb-17	1500	Transfer	36,000	0.83
			3-Mar-17	(1500)	Transfer	34,500	0.80
			17-Mar-17	3000	Transfer	37,500	0.87
		37,500	31-Mar-17	-	-	37,500	0.87
6	Mendpara Hiteshbhai A	36,000	1-Apr-16	-	-	36,000	0.83

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		36,000	31-Mar-17	-	-	36,000	0.83
7	Kunalbhai Dayalbhai Patel	36,000	1-Apr-16	-	-	36,000	0.83
		36,000	31-Mar-17	-	-	36,000	0.83
8	BCB Brokerage Pvt. Ltd.	36,000	1-Apr-16	-	-	36,000	0.83
			15-Apr-16	(6000)	Transfer	30,000	0.69
			20-May-16	(1500)	Transfer	28,500	0.66
			3-Jun-16	(1500)	Transfer	27,000	0.63
			10-Jun-16	(1500)	Transfer	25,500	0.59
			24-Jun-16	1500	Transfer	27,000	0.63
			30-Jun-16	1500	Transfer	28,500	0.66
			8-Jul-16	(1500)	Transfer	27,000	0.63
			15-Jul-16	(1500)	Transfer	25,500	0.59
			22-Jul-16	(1500)	Transfer	24,000	0.56
			26-Aug-16	1500	Transfer	25,500	0.59
			9-Sep-16	1500	Transfer	27,000	0.63
			30-Sep-16	(27000)	Transfer	0	0.00
		Nil	31-Mar-17	-	-	-	0.00
9	Dubal Minaxiben Kirtikumar	33,000	1-Apr-16	-	-	33,000	0.76
		33,000	31-Mar-17	-	-	33,000	0.76
10	Kunalbhai Dayalbhai Patel	33,000	1-Apr-16	-	-	33,000	0.76
		33,000	31-Mar-17	-	-	33,000	0.76
11	Patel Ranjanben D.	33,000	1-Apr-16	-	-	33,000	0.76
		33,000	31-Mar-17	-	-	33,000	0.76
12	Prabhodchandra Dubal	33,000	1-Apr-16	-	-	33,000	0.76
		33,000	31-Mar-17	-	-	33,000	0.76
13	Dayalbhai Govindbhai Patel	33,000	1-Apr-16	-	-	33,000	0.76
		33,000	31-Mar-17	-	-	33,000	0.76

(v) <b>Shareholding of Directors and Key Managerial Personnel</b>							
S. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
1.	<b>Samir Kakadia</b>						
	At the beginning of the year	01-04-16		900,000	20.85%	900,000	20.85%
	Changes during the year			-	-	-	-
	At the end of the year	31-03-17		900,000	20.85%	900,000	20.85%
2.	<b>Pravin Kakadia</b>						
	At the beginning of the year	01-04-16		1,018,950	23.60%	1,018,950	23.60%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-17		1,018,950	23.60%	1,018,950	23.60%
3.	<b>Priti Kakadia</b>						
	At the beginning of the year	01-04-16		120,000	2.78%	120,000	2.78%
	Changes during the year			-	0.00%	-	0.00%
	At the end of the year	31-03-17		120,000	2.78%	120,000	2.78%
4.	<b>Prakash Amritlal Shah</b>						
	At the beginning of the year	01-04-16		-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year	31-03-17		-	-	-	-
5.	<b>Jayesh Manjibhai Avaiya</b>						
	At the beginning of the year	01-04-16		-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year	31-03-17		-	-	-	-



**PATDIAM JEWELLERY LIMITED**

6.	<b>Paresh Jayantilal Shah</b>						
	At the beginning of the year	01-04-16		-	-	-	-
	Changes during the year			-	-	-	-
	At the end of the year	31-03-17		-	-	-	-

<b>V.</b>	<b>INDEBTEDNESS</b>			
	Indebtedness of the Company including interest outstanding/accrued but not due for payment.			
<b>Particulars</b>	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
Indebtedness at the beginning of the financial year				
i) Principal Amount	197,980,581	-	-	197,980,581
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>197,980,581</b>	<b>-</b>	<b>-</b>	<b>197,980,581</b>
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	40,084,515.00	-	-	40,084,515.00
Net Change	40,084,515.00	-	-	40,084,515.00
Indebtedness at the end of the financial year				
i) Principal Amount	157,896,066	-	-	157,896,066
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>157,896,066</b>	<b>-</b>	<b>-</b>	<b>157,896,066</b>

<b>VI.</b>	<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>		
	A. Remuneration to Managing Director, Whole-time Directors and/or Manager:		
S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name & Designation →	<b>Samir Kakadia (Managing Director)</b>	(Rs.)
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,00,000	3,00,000
	(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	-	-
	Total (A)	3,00,000	3,00,000
	Ceiling as per the Act	-	-

**PATDIAM JEWELLERY LIMITED**

B. Remuneration to other Directors			
S. No.	Particulars of Remuneration	Name of Directors	Total Amount
	Name & Designation →		(Rs.)
1.	Independent Directors		
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (1)	-	-
2.	Other Non-Executive Directors		
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	-

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD					
S. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
	Name & Designation →	Bharat Shah CFO	Tejas Doshi CS*	Aditi Neema CS**	(Rs.)
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,60,000	1,36,000	66,612	8,62,612
	(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>	6,60,000	1,36,000	66,612	8,62,612
*	Resigned from the Company w.e.f 22/11/2016				
**	Appointed as the Company Secretary & Compliance officer of the Company w.e.f. 10/01/2017				

**PATDIAM JEWELLERY LIMITED**

<b>VII.</b>	<b>PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES</b>				
<b>Type</b>	<b>Section of the Companies Act</b>	<b>Brief Description</b>	<b>Details of Penalty / Punishment / Compounding fees imposed</b>	<b>Authority [RD / NCLT / COURT]</b>	<b>Appeal made, if any (give Details)</b>
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**FORM NO. 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 transaction under third proviso thereto.

**Details of contracts or arrangements or transactions not at Arm’s length basis: Nil**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions’	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

**Details of contracts or arrangements or transactions at Arm’s length basis.**

**I.**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	M/s. Patdiam (Directors are Partner)
b)	Nature of contracts / arrangements / transaction	Purchases of Diamond
c)	Duration of the contracts / arrangements / transaction	01.04.2016 to 31.03.2017
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Rs. 19,71,93,404/- (Purchases)
e)	Date of approval by the Board	NA
f)	Amount paid as advances, if any	-

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**PATDIAM JEWELLERY LIMITED**

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**II.**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
g)	Name (s) of the related party & nature of relationship	M/s. Patdiam Jewels (Directors are Partner)
h)	Nature of contracts / arrangements / transaction	Purchase & Sales of Diamond, Findings etc.
i)	Duration of the contracts / arrangements / transaction	01.04.2016 to 31.03.2017
j)	Salient terms of the contracts or arrangements or transaction including the value, if any	365/- (Purchases) 60,33,879/- (Sales)
k)	Date of approval by the Board	N.A.
l)	Amount paid as advances, if any	N.A.

For and on behalf of  
**Patdiam Jewellery Limited**

**Samir Kakadia**  
**Managing Director**  
**DIN: 00178128**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**(For the Financial Year ended 31<sup>st</sup> March, 2017)**

*[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,  
**Patdiam Jewellery Limited**  
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Patdiam Jewellery Limited** (CIN: L36911MH1999PLC120537) having its registered office at Gala No 102 Bldg No 1, SEEPZ SEZ, Andheri (E), Mumbai – 400 096 (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 my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the 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, 2017 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, 2017, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended from time to time:
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable as the Company has

- not issued any further capital under the regulations during the period under review);
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable as the Company does not have ESOP Scheme/shares);
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable as the Company has not issued & listed Debt Securities);
  - f) 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;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable as the Company has not delisted /proposed to delist its equity shares from stock exchange during the financial year under review); and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable as the Company has not bought back / proposed to buyback any of its securities during the financial year under review);
6. The Company has identified the following laws as specifically applicable to the Company:
- i. Factories Act, 1948
  - ii. Payment of Gratuity Act 1972
  - iii. Payment of Wages Act, 1936
  - iv. Minimum Wages Act, 1947
  - v. Employee's Provident Funds & Miscellaneous Provisions Act, 1952 and Rules made there under
  - vi. Payment of Bonus Act, 1965
  - vii. Employee's State Insurance Act, 1948
  - viii. Contract Labour (Regulations & Abolition) Act, 1970
  - ix. The Maternity Benefits Act, 1961
  - x. The Bombay Shops & Establishment Act, 1948
  - xi. Customs Act 1952
  - xii. The Maharashtra Value Added Tax Act, 2002
  - xiii. The Central Sales Tax Act, 1956
  - xiv. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
  - xv. Industrial Employment (Standing Order) Act, 1946
  - xvi. Special Economic Zone Act, 2005

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- ii. The Listing Agreements entered into by the Company with BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

following observation:

- As per section 138 (1) of the Companies Act, 2013, the Company is required to appoint Internal Auditor. The Company has not appointed the same. In this regard the management of the Company has provided the following reply:  
The Company is in process of finding suitable candidate to act as an Internal Auditor.

**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.

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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are 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.

There are no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having a major bearing on the Company's Affairs.

**For SKJ & Associates  
Company Secretaries**

**SATISH KUMAR JAIN  
Proprietor  
(FCS :6398/PCS:6632)**

**Place: Mumbai  
Date: 01.09.2017**

This report is to be read with our letter of even date which is annexed herewith and forms an integral part of this report.



**ANNEXURE TO THE SECRETARIAL AUDIT REPORT**

To,  
The Members,  
**Patdiam Jewellery Limited**  
Gala No 102 Bldg No 1,  
SEEPZ SEZ, Andheri (E)  
MUMBAI – 400 096

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

1. Maintenance of Secretarial Records 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. We relied on the statutory report provided by the Statutory Auditor of the Company for the financial year ending 31<sup>st</sup> March, 2017.
4. Wherever 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 provision 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 reports neither an assurance as to the future liability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For SKJ & Associates  
Company Secretaries**

**SATISH KUMAR JAIN  
Proprietor  
(FCS :6398/PCS:6632)**

**Place: Mumbai  
Date: 01.09.2017**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****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**

The industry is showing healthy signs of growth. As per capital income in India is substantial increased, the demand of jewellery amongst the young generation is also on rise. This will help the company in developing business opportunities. The management does not foresee any risk or threat as raw material is valuable commodities. The company also planning to expand the horizon of business by investing substantial fund out of internal accrual.

**SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

The Company's main business is diamond jewellery manufacturing and all the activities of the Company during the year are related to these business. As such there are no separate reportable segments.

**OUTLOOK**

The Company has done reasonable in the current year and expects to achieve a good percentage of market share in the Diamond manufacturing and Jewellery marketing fields in the years to come. 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.

**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 a tremendous impact on the capital markets.
- Likely opening up of the economy, which can be a double-edged 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 over view 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.

### **TRADING STATUS ON THE STOCK EXCHANGE:**

The company's equity shares are Listed and traded on Bombay Stock Exchange Limited.

### **HUMAN RESOURCE DEVELOPMENT**

The company considers human resources as one of the vital and important factors for sustained growth. The human resources strategy is to attract talent in the industry, develop and upgrade their skill and competence on the job and ensure employee satisfaction through reward, appreciation and development of environment based on culture and values nurtured by the Group over the years.

### **CAUTIONARY STATEMENT**

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectation or predication may be "forward-looking" statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic developments within India and the countries in which the Company conducts business and other incidental factors.

**CORPORATE GOVERNANCE REPORT**

**1. COMPANY'S PHILOSOPHY**

Corporate Governance is viewed as both the structure and relationship which determine corporate direction and performance.

It refers to the set of systems, principles and processes by which Company is governed. It is a process and a guideline as to how the Company should be directed or controlled such that it can fulfill its goals and objectives in a manner that adds to the value of the Company and is also beneficial for all the stakeholders in the long term.

Your Company has always practiced Corporate Governance of the highest standard and follows a culture that is built on core values and ethics.

Your company is committed towards transparency in all its dealings and places high emphasis on business principles and believes the good corporate Governance goes beyond working results and financial priority and is pre-requisite for attainment of excellent performance. The Company's business practices are based on the conviction that good business sense underpins good ethics. The Company believes that adopting the best corporate governance practices is not only non – negotiable but it is the foundation to good business.

The report of Corporate Governance is prepared in accordance with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations').

**2. BOARD OF DIRECTORS**

The Board of Directors of the Company ensures Company's prosperity by collectively directing the Company affairs towards securing appropriate interests of its shareholders and stakeholders. They are the key person who deals with the challenges and issues relating to good Corporate Governance and Corporate ethics.

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

In terms of compliance with the regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI Listing Regulations, 2015", the Company endeavor to have an optimum combination of Executive and Non-Executive Directors to maintain the independence of the Board and separate the functions of Governance and Management through Board and Committees. As on March 31, 2017, the Board of Directors ("Board") comprises of Six Directors, of which three are Non-Executive Directors and three are Executive Directors. The Company has three Independent Directors.

The composition and the category of Directors on the Board of the Company as on March 31, 2017 were as under:

**PATDIAM JEWELLERY LIMITED**

<b>Name of Director</b>	<b>Designation</b>	<b>Category</b>
Mr. Pravin Kakadia	Chairman & Director	Executive Director (Promoter)
Mr. Samir Kakadia	Managing Director	Executive Director (Promoter)
Ms. Priti Kakadia	Director	Women Executive Director (Promoter)
Mr. Prakash Shah	Director	Non Executive Independent Director
Mr. Paresh Shah	Director	Non Executive Independent Director
Mr. Jayesh Avaiya	Director	Non Executive Independent Director

**(ii) Conduct of Board Proceedings**

The day to day matters concerning the business is conducted by the Executives of the Company under the directions of Managing Director with the ultimate supervision of Board. The Board holds its meetings at regular intervals to review and discuss the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

**(iii) Board Agenda**

Meetings are governed by a structured agenda. All agenda items are backed by comprehensive background information to enable the Board to take informed decisions. The Board Members are presented in advance with the detailed agenda in respect of all Board meetings.

**(iv) Availability of information to Board Members**

The Board has unfettered and complete access to any information within the Company, and to any of our employees. At Board meetings, managers who can provide additional insights into the items being discussed are invited.

**(v) Attendance of each director at the Board meetings and at the last Annual General Meeting**

The particulars of attendance of Board Meetings and Annual General Meeting by Directors for the financial year ended 31.03.2017 has been set out here below:

<b>S. No</b>	<b>Name of Director</b>	<b>No. of Board Meetings</b>		<b>Attendance at last AGM on 30.09.2016</b>
		<b>Held</b>	<b>Attended</b>	
1	Mr. Pravin Kakadia	12	12	Present
2	Mr. Samir Kakadia	12	12	Present
3	Ms. Priti Kakadia	12	12	Present
4	Mr. Prakash Shah	12	12	Present
5	Mr. Paresh Shah	12	12	Present
6	Mr. Jayesh Avaiya	12	12	Present

**(vi) Board Meetings held during the Year 2016 - 2017**

The Board held twelve (12) meetings during the year. The intervening period between two Board meetings was well within the maximum period of 120 days prescribed under Listing Regulations. The details of Board Meetings are as under:

<b>S. No.</b>	<b>Date</b>	<b>Board Strength</b>	<b>No of Directors Present</b>
1.	April 1, 2016	6	6
2.	May 30, 2016	6	6
3.	July 20, 2016	6	6
4.	September 2, 2016	6	6
5.	November 14, 2016	6	6
6.	November 22, 2016	6	6
7.	December 9, 2016	6	6
8.	January 10, 2017	6	6
9.	January 16, 2017	6	6
10.	February 13, 2017	6	6
11.	February 27, 2017	6	6
12.	March 31, 2017	6	6

**(vii) Number of Other Directorships, Committee Membership(s) & Chairmanship(s)**

The details of Directorship and Committee Membership & Chairmanship held by the Directors as on March 31, 2017 are as follows:

<b>Name of the Director</b>	<b>No. of other Directorships (Including PJJL)</b>	<b>Committee (Including PJJL)</b>	
		<b>Member</b>	<b>Chairman</b>
Mr. Pravin Kakadia	1	-	-
Mr. Samir Kakadia	1	-	-
Ms. Priti Kakadia	1	-	-
Mr. Prakash Shah	1	2	1
Mr. Paresh Shah	1	2	1
Mr. Jayesh Avaiya	1	2	-

**Notes:**

1. The Directorships held by Directors as mentioned above, do not include Alternate Directorships, Directorships of Foreign Companies, Private Limited Companies and Companies covered under Section 8 of the Companies Act, 2013.

2. *Non Executive Directors do not hold any shares or convertible instruments.*
3. *The number of total directorships is in accordance with Section 165 of the Companies Act, 2013.*
4. *In accordance with Regulation 26 of the Listing Regulations, Membership/ Chairpersonship of only the Audit Committees and Stakeholder Relationship Committees of all Public Limited Companies have been considered.*

**(viii) Disclosure of relationship between directors inter-se**

Mr. Pravin Kakadia, Chairman & Director and Mr. Samir Kakadia, Managing Director are brothers; Mrs. Priti Kakadia, Director is the spouse of Mr. Samir Kakadia. Other than Mr. Pravin Kakadia, Chairman & Director; Mr. Samir Kakadia, Managing Director and Mrs. Priti Kakadia, Director, none of the Directors are related to any other Director.

**(ix) Independent Director:**

Your Company appointed Independent Directors who are having expertise / experience in their respective field / profession. None of the Independent Directors are promoters or related to Promoters. They do not have pecuniary relationship with the Company. Every Independent Director at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting in the Board in every financial year, gives declaration that he/she meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013.

All Independent Directors maintain their limits of directorships as required under Regulation 25 of the Listing Regulations.

**(x) Meeting of Independent Directors**

In accordance to Schedule IV of the Companies Act, 2013 and the rules made thereunder, the meeting of Independent Directors of the Company shall be held at least once in a year without the attendance of non independent directors and members of the management.

During the year, meeting of Independent Directors was held on 30.03.2017 to review the performance of the Chairman, Non executive Directors, and Board as a whole and to assess the quality, quantity and timeliness of flow of information between the management and board. All the Independent Directors were present at the Meeting.

**(xi) Familiarization Programs imparted to Independent Directors**

The Company has taken initiatives to familiarize its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry, etc through various programmes as per Regulation 25 of the Listing Regulations.

The details of the said familiarization programme is provided on the website of the Company and can be accessed at following link: <http://www.patdiam.com/#!/Investor>

### **3. COMMITTEES OF THE BOARD**

Details of the Board Committees and other related information are provided hereunder:

## I. AUDIT COMMITTEE

### a) Brief description of terms of reference:

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Review of financial reporting systems;
2. Ensuring compliance with regulatory guidelines;
3. Reviewing the half yearly and annual financial results;
4. Review and approval of related party transactions;
5. Discussing the annual financial statements and auditor's report before submission to the Board with particular reference to the (i) Director's Responsibility Statement; (ii) major accounting entries; (iii) significant adjustments in financial statements arising out of audit findings; (iv) compliance with listing requirements etc.;
6. Interaction with statutory auditor;
7. Recommendation for appointment and remuneration of auditors; and
8. Reviewing and monitoring the auditor's independence and performance etc.

Further the Audit Committee also mandatorily reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the audit committee; and

### b) Composition, Name of members and Chairman:

As on March 31, 2017, the Audit Committee of the Board comprises of three (3) Non-Executive Independent Directors. Mr. Jayesh Avaiya, Mr. Paresh Shah and Mr. Prakash Shah are the members of the Committee. Mr. Paresh Shah is the Chairperson of the Audit Committee. The composition of the Committee is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations.

Chief Financial Officer (CFO) and Statutory Auditor attend the Audit Committee meetings on invitation and the Company Secretary acts as the Secretary of the Committee.

All the members of the Audit Committee are financially literate as per the requirement of Regulation 18 of the Listing Regulations

### c) Meetings and attendance during the year:

Four Audit Committee Meetings were held during the financial year ended March 31, 2017 on 30.05.2016, 10.08.2016, 14.11.2016 and 06.02.2017. The maximum time gap between any of the two meetings was not more than one Hundred and Twenty days.

The attendance of committee members at the meetings was as follows:



<b>Name of Member</b>	<b>Category</b>	<b>No. of Meetings held during the year 2016-17</b>	<b>No. of Meetings Attended</b>
Mr. Jayesh Avaiya	Non Executive-Independent Director	4	4
Mr. Paresh Shah	Non Executive-Independent Director	4	4
Mr. Prakash Shah	Non Executive-Independent Director	4	4

## **II. NOMINATION AND REMUNERATION COMMITTEE**

### **a) Brief description of terms of reference**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Carry on the evaluation of every director's performance;
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity; and
- Any other matter as the Board may decide from time to time.

### **b) Composition, Name of members and Chairman:**

The Nomination and Remuneration Committee was constituted by the Board with 3 Independent Directors. As on March 31, 2017, the Committee comprised of Mr. Prakash Shah as its Chairman and Mr. Jayesh Avaiya and Mr. Paresh Shah as its other members, all of whom are non executive directors. The Company Secretary acts as the Secretary of the Committee.

### **c) Number of Committee Meetings & Attendance**

During the financial year ended March 31, 2017, two meetings of the committee were held on 22.11.2016 and 10.01.2017. The attendance of committee members at the meetings was as follows:

<b>Name of Member</b>	<b>No. of Meetings held during the year 2016-17</b>	<b>No. of Meetings Attended</b>
Mr. Jayesh Avaiya	2	2
Mr. Paresh Shah	2	2
Mr. Prakash Shah	2	2

### **d) Nomination and Remuneration policy**

The Board of Directors has on the recommendation of the Committee framed a policy for selection and appointment of Directors, senior management and their remuneration.

The said policy has been hosted on the website of the Company and can be accessed at following link: <http://www.patdiam.com/#!/Investor>

**e) Performance evaluation of Directors**

During the year under review, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the evaluation of performance of all Directors is undertaken annually. The company has implemented a system of evaluating performance of the Board of Directors and of its Committees and individual Directors on the basis of a structured questionnaire which comprise evaluation criteria taking into consideration various performance related aspects.

The Board of Directors has expressed their satisfaction with the valuation process.

**f) Details of Remuneration paid to Executive & Non Executive Directors:**

Name of the Director	Salary	Perquisite & Allowance	Commission	Sitting Fees	Total
Mr. Samir Kakadia	300,000	-	-	-	<b>300,000</b>
Mr. Pravin Kakadia	-	-	-	-	-
Ms. Priti Kakadia	-	-	-	-	-
Mr. Prakash Shah	-	-	-	-	-
Mr. Paresh Shah	-	-	-	-	-
Mr. Jayesh Avaiya	-	-	-	-	-

**III. STAKEHOLDER RELATIONSHIP COMMITTEE**

The Committee looks into the redressal of shareholders'/investors' complaints, such as transfer of securities, non - receipt of dividend, notice, Annual Reports and all other securities holder related matters.

**a) Composition**

The Nomination and Remuneration Committee was constituted by the Board with 3 Independent Directors. As on March 31, 2017, the Committee comprised of Mr. Prakash Shah as its Chairman and Mr. Jayesh Avaiya and Mr. Paresh Shah as its other members, all of whom are non executive directors. The Company Secretary acts as the Secretary of the Committee.

**b) Name and Designation of Compliance Officer**

Ms. Aditi Neema, Company Secretary is acting as Compliance Officer of the Company.

**c) Meeting Details**

The Stakeholders' Relationship Committee Constituted and met 4 times during the financial year ended March 31, 2017. The meeting of Committee were held on 21.04.2016, 15.07.2016, 14.10.2016 and 12.01.2017.

**d) Stakeholders Grievance Redressal:**

During the year ended 31<sup>st</sup> March, 2017, no Shareholders' Complaints were received by the Company.

#### **4. GENERAL BODY MEETINGS**

##### **a) Annual General Meetings**

Location, time and date where the three immediately preceding Annual General Meetings of the Company were held are given below:

<b>YEAR</b>	<b>DATE</b>	<b>VENUE</b>	<b>TIME</b>
15 <sup>th</sup> AGM 2013-2014	30/09/2014	Gala No 102, Bldg No. 1, SEEPZ SEZ, Andheri (E), Mumbai – 400 096	10:00 A.M.
16 <sup>th</sup> AGM 2014-2015	30/09/2015	Gala No 102, Bldg No. 1, SEEPZ SEZ, Andheri (E), Mumbai – 400 096	11:00 A.M.
17 <sup>th</sup> AGM 2015-2016	30/09/2016	Gala No 102, Bldg No. 1, SEEPZ SEZ, Andheri (E), Mumbai – 400 096	11.00 A.M.

##### **Special Resolution:**

- Following Special Resolution is passed in the Annual General Meeting held on 30<sup>th</sup> September, 2014.
  - Special resolution for authority to directors to borrow sums of money amounting in the aggregate to a sum not exceeding rs.50 crores.
  - Special resolution for authority for creation of security through mortgage or pledge or hypothecation to secure all or any of the movable and immovable properties of the company.
- No Special Resolutions were passed in the Annual General Meeting held on 30<sup>th</sup> September, 2015
- No Special Resolutions were passed in the Annual General Meeting held on 30<sup>th</sup> September, 2016

##### **b) Extra Ordinary General Meetings**

No Extraordinary General Meeting was held during the financial year 2016-17.

##### **c) Special Resolution passed through Postal Ballot**

There was no resolution was passed through Postal Ballot during the financial year 2016-17

#### **5. MEANS OF COMMUNICATION:**

All important information relating to Company and its performance including the financial results and shareholding pattern are displayed on the Company's website [www.patdiam.com](http://www.patdiam.com). The website contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available.

All periodical compliance filings like shareholding pattern, corporate governance report, Results, among others are filed electronically on BSE Listing Centre, an application designed by BSE Limited.

The Company has designated an e-mail id for registering investor complaints in the name of [investors@patdiam.com](mailto:investors@patdiam.com)

## **6. GENERAL SHAREHOLDERS' INFORMATION**

### **a) Annual General Meeting for the Financial Year 2016-17**

**Date:** 29<sup>th</sup> September 2017

**Time:** 02.00 P.M.

**Venue:** Gala No. 102, Bldg No. 1, Seepz, Sez, Andheri (E), Mumbai – 400096

### **b) Financial Year**

The financial year of the Company is from April 1 to March 31.

### **c) Dates of Book Closure**

25th September, 2017 to 29th September, 2017 (both days inclusive)

### **d) Dividend**

Your Directors do not recommend any dividend for the year ended 31<sup>st</sup> March 2017.

### **e) Listing on stock exchanges**

The Equity Shares of the Company are listed on SME Platform of BSE

### **f) Listing Fee**

Annual Listing Fees as prescribed has been paid to the said Stock Exchange for the year 2016 – 2017.

### **g) Stock Exchange Code**

Security Code: 539401 & ISIN: INE473T01011 (BSE Limited; BSE SME Segment)

### **h) Stock Market price data**

Monthly high and low at the Bombay Stock Exchange Limited for financial year ended 31<sup>st</sup> March, 2017

Month	High (Rs.)	Low (Rs.)
April, 2016	102.00	90.05
May, 2016	116.90	104.20
June, 2016	127.75	114.75
July, 2016	125.25	119.00
August, 2016	127.00	124.00
September, 2016	119.25	119.25
October, 2016	115.00	112.50
November, 2016	110.90	107.40
December, 2016	106.35	100.90
January, 2017	108.00	104.75
February, 2017	108.50	104.50
March, 2017	104.60	87.00

### **i) Performance in comparison to BSE SENSEX:**

The performance of the Company's scrip on the BSE as compared to the Sensex is as under:

**PATDIAM JEWELLERY LIMITED**

	<b>April, 2016</b>	<b>March, 2017</b>	<b>% Change</b>
Company Share Price (closing)	102.00	100.00	(1.96)
SENSEX (closing)	25269.64	29620.50	17.22

**j) Registrar and Share Transfer Agents**

BIGSHARE SERVICES PRIVATE LIMITED  
 Add: 1<sup>st</sup> Floor, Bharat Tin Works Building,  
 Opp. Vasant Oasis, Makwana Road,  
 Marol, Andheri East,  
 Mumbai – 400 059, Maharashtra  
 Tel. No. 022- 6263 8200  
 E-mail: investor@bigshareonline.com  
 Website: [www.bigshareonline.com](http://www.bigshareonline.com)

**k) Share Transfer System**

As all the shares are held in dematerialized mode, the transfer takes place instantaneously between the transferor, transferee and the Depository Participant through electronic debit / credit of the accounts involved.

**l) Distribution of Shareholding as on March 31, 2017:**

No. of Equity Shares held	Shareholders		Shares	
	Number	% to total Shareholders	Amount	% to total Capital
1 - 5000	2	1.1561	690	0.0016
10001 - 20000	8	4.6243	115500	0.2675
20001 - 30000	94	54.3353	2820000	6.5323
40001-50000	2	1.1561	90000	0.2085
50001-100000	26	15.0289	1799310	4.1680
100001-500000	34	19.6532	7635000	17.6859
500001-1000000	1	0.5780	720000	1.6678
1000001-5000000	4	2.3121	10800000	25.0174
5000001-10000000	1	0.5780	9000000	20.8478
10000001-9999999999	1	0.5780	10189500	23.6032
<b>Total</b>	<b>173</b>	<b>100.00</b>	<b>43170000</b>	<b>100.00</b>

**m) Categories of Shareholding as on March 31, 2017**

Category	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to total Capital
<b>Promoters Holding</b>				
Indian Promoters	7	4.05%	3,000,000	69.49%
Foreign Promoters	0	0.00%	-	0.00%

**PATDIAM JEWELLERY LIMITED**

<b>Total of promoter holding</b>	<b>7</b>	<b>4.05%</b>	<b>3,000,000</b>	<b>69.49%</b>
<b>Non- Promoter Holding</b>				
Institutional Investors	0	0.00%	0	0.00%
FII's	0	0.00%	0	0.00%
Others				
Bodies Corporate	5	2.89%	91,561	2.12%
Individuals	159	91.91%	1217931	28.21%
NRIs/OCBs	0	0.00%	0	0.00%
Clearing Members	2	1.16%	7508	0.17%
<b>Total of non-promoter holding</b>	<b>166</b>	<b>95.95%</b>	<b>1,317,000</b>	<b>30.51%</b>
<b>Grand Total</b>	<b>173</b>	<b>100.00%</b>	<b>4,317,000</b>	<b>100.00%</b>

**n) Dematerialization of shares and liquidity**

100% of the Company's paid up Equity Share Capital is held in dematerialized form with the National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) as on 31<sup>st</sup> March, 2017.

**o) Outstanding GDRs /ADRs / Warrants or any convertible instruments and likely impact on equity**

There are no outstanding Global Depository Receipts/ American Depository Receipts or Warrants or any convertible instruments as on the date of 31.03.2017.

**p) Commodity price risk or foreign exchange risk and hedging activities**

The Company is not carrying on any Commodity business and has also not undertaken any hedging activities hence same are not applicable to the Company.

**q) Corporate Identification Number (CIN)**

The Corporate Identification Number (CIN) allotted by Ministry of Corporate Affairs, Government of India is L36911MH1999PLC120537 and Company registration number is 11- 120537. The Company is registered in the state of Maharashtra with Registrar of Companies, Mumbai, Maharashtra.

**r) Address for Correspondence**

**Shareholding related queries**

BIGSHARE SERVICES PRIVATE LIMITED  
1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East,  
Mumbai – 400 059, Maharashtra  
Tel. No. 022- 6263 8200  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)

**General correspondence:**

PATDIAM JEWELLERY LIMITED  
Gala No 102, Bldg No. 1,  
SEEPZ SEZ, Andheri (E),  
Mumbai – 400 096, Maharashtra  
Tel: +22-2829 3455/56  
Fax: +22-2829 3459  
E-mail: [info@patdiam.com](mailto:info@patdiam.com);  
Investor Complaints:  
[investors@patdiam.com](mailto:investors@patdiam.com); [cs@patdiam.com](mailto:cs@patdiam.com)  
Website: [www.patdiam.com](http://www.patdiam.com)

## 7. OTHER DISCLOSURES

### **a) Related Party Transactions:**

The statement of related party transactions is placed before the board at every meeting. There are no materially significant related party transactions which have potential conflict with the interest of the Company at large. Transactions with related parties are disclosed separately as Annexure in the Notes to Accounts in the Annual Report.

The policy on Related Party Transaction is hosted on the website of the Company

### **b) Compliances by the Company:**

There is no non-compliance by the Company or any penalties, strictures imposed by the Stock Exchange, SEBI or any other statutory authority on any matter related to capital markets, during the last three years/period.

### **c) Whistle Blower Policy/Vigil Mechanism:**

The Company has established Vigil Mechanism and adopted Whistle blower policy for its directors and employees to report concern about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The mechanism provides adequate safeguards against victimization of persons who use such mechanism. The Company has formulated a Whistle blower policy and has been posted on the website of the Company [www.patdiam.com](http://www.patdiam.com).

We affirm that no personnel was denied access to the audit committee.

### **d) Compliance with the Mandatory requirements and Implementation of the Non-mandatory requirements:**

The Company has complied with the mandatory requirement of the Corporate Governance Clause of Listing Agreement. The Company has not implemented the non-mandatory requirements enlisted by way of annexure to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR).

### **e) Secretarial Audit for reconciliation of capital**

A qualified Practicing Company Secretary has carried out secretarial audit for every quarter to reconcile the total admitted capital with both the depositories; viz. 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 aggregate total number of shares in physical form, shares allotted & advised for demat credit but pending execution and the total number of dematerialized shares held with NSDL and CDSL. The Company had submitted the secretarial audit report to BSE within 30 days from the end of each quarter in accordance with the SEBI requirements.

### **f) Risk Management**

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure which is periodically reviewed by the Board.

**g) Code of Conduct**

As provided under Listing Regulations and in line with the Company's objective of following the best Corporate Governance Standards the Board of Directors has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The code has been circulated to all the members of the Board and Senior Management and the same has been put on the Company's website [www.patdiam.com](http://www.patdiam.com).

**h) CEO/CFO Certification**

In line with the requirements of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Pravin Kakadia, Chairman; Mr. Samir Kakadia, Managing Directors and Mr. Bharat Kumar Shah, Chief Finance Officer have submitted a certificate to the Board, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2017 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

**i) Disclosure with respect to Demat suspense account/ unclaimed suspense account:**

Pursuant to the SEBI Circular and Regulation 39 of the SEBI Listing Regulations, 2015, during the year under review, there are no outstanding shares in the demat suspense account.

**j) Details of compliance with mandatory requirements and adoption of Discretionary Requirements**

The Company has complied with all the mandatory requirements of Corporate Governance as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Adoption of non-mandatory requirements pursuant to SEBI (LODR), 2015 is being reviewed by the Board from time to time.

**k) Proceeds from public issues, rights issues, preferential issues, etc.**

During the year ended March 31, 2017, there were no proceeds from public issues, rights issues, preferential issues, etc.



**DECLARATION OF COMPLIANCE OF CODE OF CONDUCT**

As provided under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the financial year ended March 31, 2017.

For **PATDIAM JEWELLERY LIMITED**

Date: 30.05.2017  
Place: Mumbai

**SAMIR KAKADIA**  
**MANAGING DIRECTOR**

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**CEO AND CFO CERTIFICATION**

We hereby certify that:

1. We have reviewed Financial Statements and the Cash Flow Statement for the Financial Year ended 31<sup>st</sup> March, 2017 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 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 violate of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee that there are no:
  - a) significant changes in internal control over financial reporting during the year;
  - b) significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - c) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the company's internal control system over financial reporting.

For **Patdiam Jewellery Limited**

**Date: 30.05.2017**  
**Place: Mumbai**

**Pravin Kakadia**  
**Chairman &**  
**Director**

**Samir Kakadia**  
**Managing**  
**Director**

**Bharat Kumar Shah**  
**Chief Financial**  
**Officer**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
Patdiam Jewellery Limited

We have examined the compliance of conditions of Corporate Governance by Patdiam Jewellery Limited (the Company) for the year ended March 31<sup>st</sup>, 2017, as stipulated in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (LODR) of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examinations were 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.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Pulindra Patel & Co.**  
Chartered Accountants  
ICAI FRN: 115187W

Place: Mumbai  
Date: 30.05.2017

**PULINDRA M. PATEL**  
Proprietor  
Membership No. 48991

## **INDEPENDENT AUDITORS' REPORT**

To the Members of PATDIAM JEWELLERY LIMITED  
Report on the Financial Statements

We have audited the accompanying financial statements of PATDIAM JEWELLERY LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **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 ( " The Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2017, and its profit and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ( " the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the Order to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014.
- (e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.
- (f) 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 explanations given to us:
- i) As per the information given to us, the company has no pending litigations on its standalone financial statements.
  - ii) The Company has made provision, as required under the applicable law or accounting standard for material foreseeable losses on long term contracts including derivative contracts.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the company.
  - iv) The company has provided requisite disclosures in its standalone financial statements as to holdings as well as dealings in specified Bank notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer to Note 33 to the standalone financial statements.

**For Pulindra Patel &Co.**  
Chartered Accountants  
FRN No. 115187W

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

**Pulindra Patel**  
*Proprietor*  
Membership No. 48991

**Annexure (A) to the Independent Auditor's Report**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Patdiam Jewellery Limited on the standalone financial statements for the year ended 31<sup>st</sup> March, 2017]

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) All fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.  
(c) As per the information and explanations given to us, the immovable properties owned by the company are held in the name of the company.
2. The Inventories have been physically verified during the year by the management. In our opinion, frequency of verification of inventory is reasonable. There is no material discrepancies noticed by the management.
3. According to the information and explanations given to us, the company has not granted loans secured or unsecured to companies, firms Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act.
4. As per the information and explanations provided to us, the company has executed corporate bank guarantees to a partnership firm in which directors are partners by the company, the company has complied with the provision of 185 of the Companies Act, 2013. There are no other loans and investments made by the company to which provisions of section 185 of the Companies Act, 2013 apply.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been so made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

7. a) According to the information and explanations given to us and on the basis of the examination of the books of account, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Value Added Tax Customs Duty, Excise Duty, and other statutory dues applicable to it with the appropriate authorities.  
b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Customs Duty, Excise Duty and other undisputed statutory dues were outstanding, at the year end for a period of more than six months from the date they became payable.
8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowings to banks. The Company does not have any borrowings by way debentures.
9. The Company has raised money by way of initial public offer and has utilized the amount raised for the purpose for which it has been raised. The Company has not raised any money by way of debt instruments during the year and did not have any term loans outstanding during the year.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanations given by the management, we report that no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. As per the information and explanations given to us the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.
12. As per the information and explanations given to us the company is not a Nidhi Company.
13. As per the information and explanations given to us the company all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details have been disclosed in the Financial Statements, etc., as required by the applicable accounting standards.
14. As per the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year review.

15. As per the information and explanations given to us, the company has not entered into any non- cash transactions with the directors or persons connected with him.

16. As per the information and explanations given to us, the company is not required to get it registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Pulindra Patel &Co.**

Chartered Accountants

FRN No. 115187W

Place: Mumbai

Date: 30<sup>th</sup> May, 2017

**Pulindra Patel**

*Proprietor*

Membership No. 48991



ANNEXURE (B)

**TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF PATDIAM JEWELLERY LIMITED:**

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Patdiam Jewellery Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date

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

The Company's management 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 Companies Act, 2013.

**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 (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the 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 adverse 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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) 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
- (3) 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, 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 31,2017, 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 Pulindra Patel &Co.**  
Chartered Accountants  
FRN No. 115187W

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

**Pulindra Patel**  
*Proprietor*  
Membership No. 48991

# PATDIAM JEWELLERY LIMITED

## BALANCE SHEET AS ON 31<sup>st</sup> MARCH, 2017

	Notes No.	As at 31.03.2017	As at 31.03.2016
<b>I EQUITY &amp; LIABILITIES :</b>			
<b>1) SHAREHOLDERS FUNDS</b>			
(a) SHARE CAPITAL	1	43,170,000	43,170,000
(b) RESERVES AND SURPLUS	2	281,073,410	270,929,620
(c) MONEY RECEIVED AGAINST SHARE WARRENTS		-	-
		<b>324,243,410</b>	<b>314,099,620</b>
<b>2) NON-CURRENT LIABILITIES</b>			
(a) LONG - TERM BORROWINGS		-	-
(b) DEFERRED TAX LIABILITY (NET)	3	1,979,690	2,403,091
(c) OTHER LONG TERM LIABILITIES		-	-
(d) LONG - TERM PROVISIONS		-	-
		<b>1,979,690</b>	<b>2,403,091</b>
<b>3) CURRENT LIABILITIES</b>			
(a) SHORT TERM BORROWINGS	4	157,896,066	197,980,581
(b) TRADE PAYABLES	5	101,831,561	23,203,961
(c) OTHER CURRENT LIABILITIES	6	17,171,010	9,715,569
(d) SHORT - TERM PROVISIONS	7	5,518,822	4,762,781
		<b>282,417,459</b>	<b>235,662,892</b>
<b>TOTAL `</b>		<b>608,640,558</b>	<b>552,165,603</b>
<b>II ASSETS :</b>			
<b>1) NON - CURRENT ASSETS</b>			
(a) FIXED ASSETS			
(i) TANGIBLE ASSETS	8	23,611,952	26,458,325
(ii) INTANGIBLE ASSETS		-	-
(b) NON - CURRENT INVESTMENT	9	9,280,666	9,280,666
(c) DEFERRED TAX ASSETS (NET)		-	-
(d) LONG - TERM LOANS & ADVANCES	10	11,278,763	10,667,770
(e) OTHER NON - CURRENT ASSETS		-	-
		<b>44,171,381</b>	<b>46,406,761</b>
<b>2) CURRENT ASSETS</b>			
(a) CURRENT INVESTMENT		-	-
(b) INVENTORIES	11	207,733,417	162,755,083
(c) TRADE RECEIVABLES	12	351,140,030	336,305,255
(d) CASH & BANK BALANCE	13	1,011,123	2,236,121
(e) SHORT - TERM LOANS & ADVANCES	14	4,584,606	4,462,383
(f) OTHER CURRENT ASSETS		-	-
		<b>564,469,177</b>	<b>505,758,843</b>
<b>TOTAL `</b>		<b>608,640,558</b>	<b>552,165,603</b>

### SIGNIFICANT ACCOUNTING POLICY NOTES ON FINANCIAL STATEMENTS

1 to 36

As per our report of even date

For Pulindra Patel & Co.  
Chartered Accountants  
FRN No.115187W

For and on behalf of the Board of Directors

Mr. Pravin Kakadia  
Chairman & Director  
(DIN 00178140)

Mr. Samir Kakadia  
Managing Director  
(DIN 00178128)

Pulindra Patel  
Proprietor  
Membership No. 048991  
Place : Mumbai  
Date : 30<sup>th</sup> May, 2017

Bharat Shah  
Chief Financial Officer  
Place : Mumbai  
Date : 30<sup>th</sup> May, 2017

Aditi Neema  
Company Secretary

# PATDIAM JEWELLERY LIMITED

## STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2017

		Notes No.	Current Year 31.03.2017	Previous Year 31.03.2016
I	REVENUE FROM OPERATIONS	15	447,890,156	458,975,543
II	OTHER INCOME	16	263,409	11,650,940
III	TOTAL REVENUE (I+II)		448,153,565	470,626,483
IV	EXPENDITURE :			
	COST OF MATERIALS CONSUMED	17	340,866,292	348,839,021
	PURCHASE OF STOCK IN TRADE		5,476,411	9,851,862
	CHANGES IN INVENTORIES OF FINISHED GOODS			
	WORK-IN-PROGRESS AND STOCK-IN-TRADE	18	(9,108,115)	(23,871)
	EMPLOYEE BENEFITS EXPENSES	19	11,889,868	14,523,528
	FINANCE COSTS	20	15,787,395	15,391,794
	DEPRECIATION, AMORTISATION AND IMPAIRMENT	8	3,535,403	3,662,254
	OTHER EXPENSES	21	64,676,272	62,164,329
	TOTAL EXPENSES		433,123,526	454,408,917
V	PROFIT BEFORE TAX (III-IV)		15,030,038	16,217,566
VI	TAX EXPENSES :			
	- CURRENT TAX		4,280,000	3,310,000
	- SHORT/EXCESS PROVISION FOR TAX		207,264	20,460
	- MAT CREDIT		822,386	4,276,821
	- DEFERRED TAX		423,401	789,702
VII	PROFIT/(LOSS) FOR THE PERIOD		10,143,789	9,399,987
VIII	EARNINGS PER EQUITY SHARE (Face Value ` 10/-)			
	Basic		2.35	2.93
	Diluted		2.35	2.93
SIGNIFICANT ACCOUNTING POLICY				
NOTES ON FINANCIAL STATEMENTS		1 to 36		

As per our report of even date

For Pulindra Patel & Co.

Chartered Accountants

FRN No.115187W

For and on behalf of the Board of Directors

Mr. Pravin Kakadia

Chairman & Director

(DIN 00178140)

Mr. Samir Kakadia

Managing Director

(DIN 00178128)

Pulindra Patel

Proprietor

Membership No. 048991

Place : Mumbai

Date : 30<sup>th</sup> May, 2017

Bharat Shah

Chief Financial Officer

Place : Mumbai

Date : 30<sup>th</sup> May, 2017

Aditi Neema

Company Secretary

# PATDIAM JEWELLERY LIMITED

## STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2017

	As at 31.03.2017	As at 31.03.2016
<b>A) CASH FLOW FROM OPERATING ACTIVITIES :</b>		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	15,030,038	16,217,566
ADJUSTMENT FOR :		
Depreciation, Amortisation and Impairment	3,535,403	3,662,254
Finance Costs	15,787,395	15,391,794
Interest Income	(68,085)	(124,834)
Foreign Exchange Unrealised Loss / (Gain)	3,452,311	(616,075)
	<b>22,707,024</b>	<b>18,313,139</b>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>37,737,062</b>	<b>34,530,704</b>
ADJUSTMENT FOR :		
(Increase) / Decrease in Trade Receivables	(15,466,208)	(45,604,416)
(Increase) / Decrease in Inventory	(44,978,335)	(5,316,050)
Increase / (Decrease) in Trade Payables	80,473,985	(1,575,278)
Increase / (Decrease) in Other Current Liabilities & Provisions	728,575	1,096,750
(Increase) / Decrease in Other Current Assets	305,333	(93,313)
(Increase) / Decrease in Long Term Loans & Advances	(997,379)	1,182,885
(Increase) / Decrease in Loans & Advances	(458,163)	2,381,875
	<b>19,607,808</b>	<b>(47,927,546)</b>
<b>CASH GENERATED FROM OPERATIONS</b>	<b>57,344,870</b>	<b>(13,396,842)</b>
Direct Tax Paid (Net)	(4,442,645)	(2,781,103)
	<b>(4,442,645)</b>	<b>(2,781,103)</b>
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>	<b>52,902,225</b>	<b>(16,177,945)</b>
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>52,902,225</b>	<b>(16,177,945)</b>
<b>B) CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(689,030)	(3,086,509)
(Increase) / Decrease in capital advance for fixed assets	-	400,000
Interest received	98,692	224,991
<b>NET CASH FROM/(USED IN) INVESTING ACTIVITIES</b>	<b>(590,338)</b>	<b>(2,461,518)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from issue of equity shares	-	23,170,000
Proceeds from general reserve for bonus shares	-	(10,000,000)
Share application money received	-	36,876,000
Repayment of Short Term Borrowing (Net)	(44,787,535)	(22,025,847)
Finance Cost	(15,787,395)	(15,391,794)
	<b>(60,574,930)</b>	<b>12,628,358</b>
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(60,574,930)</b>	<b>12,628,358</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(8,263,043)</b>	<b>(6,011,105)</b>
<b>CASH AND CASH EQUIVALENTS AS AT 01.04.2016</b>	<b>1,694,129</b>	<b>7,705,233</b>
<b>CASH AND CASH EQUIVALENTS AS AT 31.03.2017</b>	<b>(6,568,914)</b>	<b>1,694,129</b>

As per our report of even date.

For Pulindra Patel & Co.

Chartered Accountants

FRN No. 115187W

Pulindra Patel

Proprietor

Membership No. 048991

Place : Mumbai

Date : 30<sup>th</sup> May, 2017

For and on behalf of the Board

Mr. Pravin Kakadia

Chairman & Director

(DIN 00178140)

Mr. Samir Kakadia

Managing Director

(DIN 00178128)

Bharat Shah

Chief Financial Officer

Place : Mumbai

Date : 30<sup>th</sup> May, 2017

Aditi Neema

Company Secretary

## **PATDIAM JEWELLERY LIMITED**

### **SIGNIFICANT ACCOUNTING POLICIES :**

#### **A) BASIS OF PREPARATION OF ACCOUNTS :**

The financial statements are prepared under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles, Accounting Standards notified under Section 133 of the Companies Act, 2013 and the relevant provisions thereof.

#### **B) USE OF ESTIMATES :**

The preparation of financial statements in conformity with generally accepted accounting principals ( GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and reported amounts of revenue and expenses for the year. Although these estimates are based upon management 's best knowledge of current events and actions , actual result could differ from these estimates.

#### **C ) FIXED ASSETS :**

Tangible Fixed Assets (excluding Land & Building ) are stated at cost ( Net of VAT wherever applicable). They are stated at historical cost less accumulated depreciation and Impairment loss.

Machinery spares which can be used only in connection with a particular item of fixed asset and the use of which is irregular, are capitalised at cost net of VAT credit, wherever applicable.

#### **D) DEPRECIATION :**

Depreciation on Fixed Assets is provided on "Written Down Value" method and at the rates prescribed in Schedule II of the Companies Act, 2013. Depreciation on addition to fixed assets is provided on prorata basis from the date of acquisition or installation. Depreciation on assets sold, discarded, demolished or scrapped, is provided upto the month in which the said assets is sold, discarded, demolished or scrapped.

#### **E) IMPAIRMENT OF ASSETS :**

- i) At each Balance sheet date, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (As)-28 "Impairment of Assets".
- ii) After Impairment, depreciation is provided on the revised carrying amount of the assets.
- iii) A Previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if no impairment loss

#### **F) INVENTORIES :**

- i) Raw materials are valued at cost or market value, whichever is lower on first in first out basis.
- ii) Stores and Spares are valued at cost on first in first out basis.
- iii) Work in progress comprises of direct material, proportionate conversion cost or net realisable value whichever is less
- iv) Cost of finished goods comprises of direct material, conversion cost and all other cost incurred in bringing material to its present location and are valued at cost or net realisable value whichever is lower. Trading goods are valued at Cost or net realisable value, Whichever is lower.

Note : Inventories of cut and polished diamonds are valued at cost or market price whichever is lower based on the valuation report obtained from Government approved Valuer.

#### **G) FOREIGN CURENCY TRANSACTIONS :**

Monetary Assets except those which are covered by forward exchange contracts and monetary liabilities, i.e. items to be received or paid in foreign currency, are stated at the exchange rates prevailing on the date of Balance Sheet. In case of transactions which are covered by forward exchange contracts, the difference between the forward rate and the spot rate is recognised as income or expense over the life of contracts. Realised gains and losses on foreign currency transactions are recognised in the Profit & Loss Account.

Monetary items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognised as exchange difference and is recognised over the life of the contract.

Transactions in foreign currencies Current Assets (including bank account maintained in foreign currency) and current liabilities (including bank loans taken in foreign currency), i.e. items to be received or paid in foreign currency, are stated at the exchange rates prevailing on the date of the Balance Sheet.

#### **H) BORROWING COST**

Financial Income and borrowing costs include interest income on bank deposits and interest expense on loans recognised when the right to receive the payment is established.

## **PATDIAM JEWELLERY LIMITED**

### **SIGNIFICANT ACCOUNTING POLICIES :**

#### **I) RECOGNITION OF INCOME AND EXPENDITURE :**

Revenues/Incomes and Cost/Expenditures are generally accounted on accrual basis as they are earned or incurred.

#### **SALES :**

Revenue is recognised when the significant risks and rewards of ownership to the goods is passed to the buyer.

Domestic sales are accounted on dispatch of products to customers and Export sales are accounted on the basis of dates of Bill of Lading. Domestic Sales are disclosed net of Value Added Tax, discounts and returns as applicable.

#### **INTEREST:**

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

#### **J) EMPLOYEE BENEFITS :**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of given years of service. The company has provided gratuity on the basis of the amount payable for gratuity as on the date of balance sheet.

#### **K) RESEARCH AND DEVELOPMENT EXPENDITURE :**

Revenue expenses on Research & Development are charged to the Profit & Loss Account in the year in which these are incurred. Capital expenditure is taken as addition to the fixed assets.

#### **L) PROVISION FOR CURRENT AND DEFERRED TAX :**

Deferred tax asset / Liability is Nil as there is no Timing Difference on account of Income referred to in Profit and Loss account and Computation of Income.

Income Tax expense comprises current tax ( i.e. amount of tax for the year determined in accordance with the Income tax law and deferred tax charge or credit.

Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge of credit and corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and are written-down or written-up to reflect the amount that is reasonably / virtually certain ( as the case may be) to be realised.

#### **M) PROVISIONS / CONTINGENCIES :**

A Provision is created when an enterprise has a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount and it is probable that an outflow of resources will be required to settle the obligation. A disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of reliability of such assets. However, if it has become virtual certain that an inflow of economic benefits will arise, assets and related income is recognised in the financial statements of the period in which the change occurs.

#### **N) EARNING PER SHARE :**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the period are adjusted for events of buy back. For the purpose of calculating diluted earnings per share, the net profit or loss attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.



# PATDIAM JEWELLERY LIMITED

## NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

### 1 SHARE CAPITAL

Particulars	As at 31.03.2017	As at 31.03.2016
<b>Authorised Capital:</b>		
5000000 Equity Shares of ` 10/- each	50,000,000	20,000,000
(Previous year 5000000 Equity Shares of ` 10/- each)	50,000,000	20,000,000
<b>Issued, Subscribed &amp; Paid Up :</b>		
4317000 Equity Shares of ` 10/- each	43,170,000	43,170,000
(Previous year 4317000 Equity Shares of ` 10/- each)		
<b>Total `</b>	<b>43,170,000</b>	43,170,000

- 1.01 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:  
Details to be given for each class of shares separately for Issued, Subscribed and fully paid up and Subscribed but not fully paid up as applicable.

Particulars	As at 31.03.2017	As at 31.03.2016
<b>Equity shares with voting rights :</b>		
At the beginning of the year		
- Number of shares	4317000	2000000
- Amount ( ` )	43,170,000	43,170,000
<b>Add : Addition during the year :</b>		
- Number of shares	-	2317000
- Amount ( ` )	-	23,170,000
<b>Less : Deduction During the year :</b>		
- Number of shares	-	-
- Amount ( ` )	-	-
<b>Year ended 31 March,</b>		
- Number of shares	4317000	4317000
- Amount ( ` )	43,170,000	43,170,000
Equity shares with differential voting rights		
Year ended 31 March,	-	-

- 1.02 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Samir T.Kakadia	900000	20.85%	900000	20.85%
Pravin T.Kakadia	1018950	23.60%	1018950	23.60%
Ganesh K.Navadia	330000	7.64%	330000	7.64%
Chhaganbhai K.Navadia	300000	6.95%	300000	6.95%
Mahesh L.Navadia	330000	7.64%	330000	7.64%
Equity shares with differential voting rights	-	-	-	-

# PATDIAM JEWELLERY LIMITED

## NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

- 1.03 Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash, bonus shares and shares bought back for the period of 5 years immediately preceding the Balance Sheet date:

Particulars	Aggregate number of shares	
	As at 31.03.2017	As at 31.03.2016
<u>Equity shares with voting rights</u>		
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil
Shares bought back	-	-
<u>Equity shares with differential voting rights</u>		
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil
Fully paid up by way of bonus shares	-	-
Shares bought back	-	-

## 2 RESERVES AND SURPLUS

Particulars	As at 31.03.2017	As at 31.03.2016
(a) General Reserve :		
As per last Balance Sheet	182,000,000	192,000,000
Add : Addition during the year	-	-
	182,000,000	192,000,000
Less : Bonus Shares Issued	-	10,000,000
	182,000,000	182,000,000
(b) Security Premium Account :		
As per last Balance Sheet	36,876,000	-
Add : Addition during the year	-	36,876,000
	36,876,000	36,876,000
(c) Profit & Loss Account		
Surplus-Opening Balance	52,053,620	42,653,634
Add : Net Profit after tax transferred from Statement of Profit and Loss	10,143,789	9,399,987
	62,197,410	52,053,620
<b>Total `</b>	<b>281,073,410</b>	<b>270,929,620</b>

## 3 DEFERRED TAX LIABILITY (NET)

Particulars	As at 31.03.2017	As at 31.03.2016
Deferred Tax Liabilities :		
- i) Relating to Depreciation, Amortisation and Impairment	2,705,654	3,056,340
	2,705,654	3,056,340
Less : Deferred Tax Assets :		
- ii) relating to Employee Benefits & Provision thereof	725,964	653,249
	1,979,690	2,403,091
<b>Total `</b>	<b>1,979,690</b>	<b>2,403,091</b>

**PATDIAM JEWELLERY LIMITED**

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

**4 SHORT TERM BORROWINGS**

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Loans repayable on demand :		
- Secured		
From Bank (Foreing Currency)		
Packing Credit In Foreign Currency With Punjab National Bank *	45,945,445	47,706,421
Post Shipment Credit In Foreign Currency With Punjab National Bank*	35,486,193	53,481,638
Packing Credit In Foreign Currency With State Bank of Patiala**	5,233,358	14,906,250
Post Shipment In Foreign Currency Credit With State Bank of Patiala**	3,051,710	16,363,750
From Bank (in Rupees)		
Packing Credit In rupee With State Bank of Patiala**	68,179,360	65,522,523
	157,896,066	197,980,581
<b>Total `</b>	<b>157,896,066</b>	<b>197,980,581</b>

4.01 \*Secured by hypothecation of Stock , Debtors and equitable mortgage of Plant & Machinery and Factory Building other movable assets at Unit No. 102, Tower No.1, SEEPZ++, SEEPZ SEZ, Andheri (E), Mumbai-400 096 and mortgage of property situated at Juhu, Mumbai in name of , Mr.Mahesh Navadia (Director) the said limit is also secured by personal guarantee of Director & relatives of directors.

4.02 Above loans were drawn from time to time under a sanction letter which is renewable after one year against documents in the nature of Bills for raw material labour charges and export sales.

4.03 Intrest is payable as per Reserve Bank of India /State Bank of India Guidelines and linked to base Rate.

4.04 Tenure of Each Individual PC loan is 180 Days(PNB & SBP) and that of Loan Against bill is up to due date of Respective Bill.

**5 TRADE PAYABLES**

Particulars	As at 31.03.2017	As at 31.03.2016
Trade Payables		
i) Dueas to Micro, Small and Medium Eneterprises	-	-
ii) Others	101,831,561	23,203,961
	101,831,561	23,203,961
<b>Total `</b>	<b>101,831,561</b>	<b>23,203,961</b>

# PATDIAM JEWELLERY LIMITED

## NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

### 5.01 DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES :

	As at 31.03.2017	As at 31.03.2016
(i) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	-	-
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
(iii) 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 Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
(v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil

### 6 OTHER CURRENT LIABILITIES

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Interest accrued and due on borrowings		
i) Interest accrued & due	-	172,933
	-	172,933
(b) Other payables :		
i) Statutory dues payable	752,828	609,304
ii) Payables on Purchase of Fixed Assets	649,300	662,500
iii) Advance received from customers	-	2,039,530
iv) Overdrawn balance with Banks	7,580,037	541,993
v) Provisions for Expenses	8,188,844	5,689,309
	17,171,010	9,542,636
<b>Total</b>	<b>17,171,010</b>	<b>9,715,569</b>

### 7 SHORT - TERM PROVISIONS

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Provision for employee benefits:		
i) Provision for gratuity	2,195,699	1,975,771
ii) Provision for other employee benefits	1,048,147	992,653
	3,243,846	2,968,424
(b) Provision - Others:		
i) Provision for tax (net of advance tax `20,05,024/- as at 31 March, 2016 ` 15,15,643/-)	2,274,976	1,794,357
	2,274,976	1,794,357
<b>Total</b>	<b>5,518,822</b>	<b>4,762,781</b>

# **PATDIAM JEWELLERY LIMITED**

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

## **8 PROPERTY, PLANT AND EQUIPMENT :**

Particulars	TANGIBLE ASSETS					Total
	Factory Building	Furniture and Fixtures	Plant and Equipments	Office Equipment	Vehicles	
<b>GROSS CARRYING VALUE AT COST AS ON 1st APRIL, 2015</b>	21,974,573	13,560,427	20,684,332	242,355	2,211,257	<b>58,672,944</b>
<b>Addition</b>	-	-	2,651,567	434,942	-	<b>3,086,509</b>
<b>Deduction</b>	-	-	-	-	-	<b>-</b>
<b>As At 31st March, 2016</b>	21,974,573	13,560,427	23,335,899	677,297	2,211,257	<b>61,759,453</b>
<b>Addition</b>	-	-	523,077	165,953	-	<b>689,030</b>
<b>Deduction</b>	-	-	-	-	-	<b>-</b>
<b>As At 31st March, 2017</b>	21,974,573	13,560,427	23,858,976	843,250	2,211,257	<b>62,448,483</b>
<b>DEPRECIATION / AMORTISATION</b>						
<b>Opening as on 1st April, 2016</b>	7,807,750	11,328,310	11,372,583	97,216	1,033,015	31,638,874
<b>Charge for the year</b>	698,347	635,764	1,969,129	100,459	258,555	3,662,254
<b>Deduction</b>	-	-	-	-	-	<b>-</b>
<b>As At 31st March, 2017</b>	8,506,097	11,964,074	13,341,712	197,675	1,291,570	<b>35,301,128</b>
<b>Charge for the year</b>	663,852	384,178	2,023,828	264,289	199,256	<b>3,535,403</b>
<b>Deduction</b>	-	-	-	-	-	<b>-</b>
<b>As At 31st March, 2017</b>	9,169,949	12,348,252	15,365,540	461,964	1,490,825	<b>38,836,530</b>
<b>Net Carrying Value as at 31st March, 2016</b>	<b>13,468,476</b>	<b>1,596,353</b>	<b>9,994,187</b>	<b>479,622</b>	<b>919,687</b>	<b>26,458,325</b>
<b>Net Carrying Value as at 31st March, 2017</b>	<b>12,804,624</b>	<b>1,212,175</b>	<b>8,493,436</b>	<b>381,286</b>	<b>720,432</b>	<b>23,611,952</b>

# PATDIAM JEWELLERY LIMITED

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

## 9 NON - CURRENT INVESTMENT

Particulars	No. of Shares	Face Value	As at 31.03.2017`	No. of Shares	As at 31.03.2016`
<b>TRADE:</b>					
In Equity Shares - Unquoted, fully paid up					
Others					
i) Saraswat Co-op Bank	2500	100	25,000	2500	25,000
ii) Americas Value Channel (Face value of US\$ 0.10 each)	19000	US \$ 10	8,792,568	19000	8,792,568
iii) Gem Media Group LLC (Face value of US\$ 0.10 each)	1000	US \$ 10	463,098	1000	463,098
<b>Total`</b>			<b>9,280,666</b>		<b>9,280,666</b>
Aggregate amount of quoted investments			-		-
Aggregate market value of listed and quoted investments			-		-
Aggregate amount of unquoted investments			9,280,666		9,280,666

## 10 LONG - TERM LOANS & ADVANCES

Particulars	As at 31.03.2017`	As at 31.03.2016`
(a) Security Deposits		
Unsecured, considered good	139,057	199,057
	<b>139,057</b>	<b>199,057</b>
(b) Loans & Advances		
Unsecured, considered good		
Balance with or Refund Due From Statutory Authorities	11,139,706	10,468,713
	<b>11,139,706</b>	<b>10,468,713</b>
<b>Total`</b>	<b>11,278,763</b>	<b>10,667,770</b>

## 11 INVENTORIES

Particulars	As at 31.03.2017`	As at 31.03.2016`
i) Raw Materials	188,260,634	152,315,521
ii) Work-In-Progress	7,876,536	-
iii) Finished Goods	10,974,582	9,743,003
iv) Stock of Consumable Stores & Spare parts	621,665	696,559
	<b>207,733,417</b>	<b>162,755,083</b>
<b>Total`</b>	<b>207,733,417</b>	<b>162,755,083</b>

11.01 Inventories except Consumables Stores and Spares are valued at cost or net realisable value whichever is less.

11.02 Consumables Stores and Spares are valued at cost.

**PATDIAM JEWELLERY LIMITED**

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

**12 TRADE RECEIVABLES**

Particulars	As at 31.03.2017	As at 31.03.2016
Unsecured		
Outstanding for a period exceeding six months from due date		
- Considered good	198,525,801	108,602,057
- Considered doubtful	-	-
	198,525,801	108,602,057
Other Debts		
- Considered good	152,614,230	227,703,198
- Considered doubtful	-	-
	152,614,230	227,703,198
<b>Total `</b>	<b>351,140,030</b>	<b>336,305,255</b>

**13 CASH & BANK BALANCE**

Particulars	As at 31.03.2017	As at 31.03.2016
(a) Cash on hand	71,478	120,484
(b) Balances with banks		
i) In Current Accounts	614,645	799,868
ii) In Margin Account	325,000	775,000
iii) Fixed Deposit - Maturity less than three months	-	540,769
	939,645	2,115,637
<b>Total `</b>	<b>1,011,123</b>	<b>2,236,121</b>

**14 SHORT TERM LOANS & ADVANCES**

Particulars	As at 31.03.2017	As at 31.03.2016
(Advances recoverable in cash or in kind or for value to be received)		
(a) Loans to Advances		
Unsecured, considered good	1,721,379	2,780,379
	1,721,379	2,780,379
(b) Deposits		
Unsecured, considered good	-	500,460
	-	500,460
(c) Prepaid expenses	702,456	1,082,190
	702,456	1,082,190
(d) Others	2,160,771	99,354
	2,160,771	99,354
<b>Total `</b>	<b>4,584,606</b>	<b>4,462,383</b>

# PATDIAM JEWELLERY LIMITED

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

## 15 REVENUE FROM OPERATIONS

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
<b>a) Export goods</b>		
i) Sale of Manufactured goods	441,856,277	448,792,543
ii) Sale of Traded goods	6,033,879	10,183,000
	<b>447,890,156</b>	<b>458,975,543</b>
<b>Total `</b>	<b>447,890,156</b>	<b>458,975,543</b>

### 15.01 Sales of Product Comprises :

#### i) Sale of Manufactured goods :

a) Exports of Diamond Studded Gold Jewellery

441,856,277	448,792,543
<b>441,856,277</b>	<b>448,792,543</b>

#### ii) Sale of Traded goods :

- a) Diamonds
- b) Alloy
- c) Gold Finding
- d) Silver
- e) Silver Finding

5,289,748	9,776,667
152,662	-
484,617	406,333
72,400	-
34,452	-
<b>6,033,879</b>	<b>10,183,000</b>

**Total `**

<b>447,890,156</b>	<b>458,975,543</b>
--------------------	--------------------

## 16 OTHER INCOME

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
a) Interest on Fixed Deposit	63,192	87,684
b) Interest received - Others	4,893	5,375
c) Interest on VAT Refund	-	31,775
d) Net gain on foreign currency transaction and translation	-	11,352,830
e) Rebate on Clearing & Forwarding	195,324	173,275
<b>Total `</b>	<b>263,409</b>	<b>11,650,940</b>



# PATDIAM JEWELLERY LIMITED

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

## 17 RAW MATERIALS CONSUMED

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
a) Opening Stock	152,315,521	147,058,101
b) Add: Purchases		
i) Gold	87,940,203	80,910,272
ii) Diamond	272,996,678	256,446,500
iii) Finding Gold	13,703,078	11,765,822
iv) Finding Silver	668,759	1,004,396
v) Precious Stone	707,118	1,442,160
vi) Mountings	-	782,488
vii) Silver	555,938	1,130,895
viii) Zircon	239,632	613,908
	376,811,406	354,096,440
c) Less : Closing Stock	188,260,634	152,315,521
<b>Total</b>	<b>340,866,292</b>	<b>348,839,021</b>

### 17.01 Raw Materials Consumed Comprise :

i) Gold	84,698,349	77,616,688
ii) Diamond	243,593,722	257,305,186
iii) Finding Gold	11,629,351	10,383,146
iv) Finding Silver	370,705	947,695
v) Precious Stone	343,273	1,112,158
vi) Mountings	-	718,500
vii) Silver	196,828	643,271
viii) Zircon	34,063	112,376

### 17.02 Value of imported raw materials consumed and the value of all indigenous raw materials similarly consumed and the percentage of each to the total consumption.

Particulars	Amount in `		Percentage	
	2016-17	2015-16	2016-17	2015-16
Raw Materials :				
a) Imported	42,219,822	90,617,876	12.39%	25.98%
b) Indigenous	298,646,470	258,221,146	87.61%	74.02%

# PATDIAM JEWELLERY LIMITED

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

## 18 CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE

Particulars	For the year ended 31.03.2017 `	For the year ended 31.03.2016 `
a) Closing Stocks		
i) Work-In-Progress	7,876,536	-
ii) Finished Goods	10,974,582	9,743,003
	18,851,118	9,743,003
b) Opening Stocks		
i) Work-In-Progress	-	-
ii) Finished Goods	9,743,003	9,719,132
	9,743,003	9,719,132
<b>Total `</b>	<b>(9,108,115)</b>	<b>(23,871)</b>

## 19 EMPLOYEE BENEFITS EXPENSES

Particulars	For the year ended 31.03.2017 `	For the year ended 31.03.2016 `
a) Salaries, Wages, Bonus & Ex-gratia	10,039,197	11,274,779
b) Contribution to E.S.I.C.	22,063	14,268
c) Contribution to Provident Fund	414,255	473,654
d) Contribution to others Fund	1,188	1,476
e) Provision / Contribution to Group Gratuity	264,668	2,008,943
f) Workmen & Staff Welfare expenses	1,148,497	750,408
<b>Total `</b>	<b>11,889,868</b>	<b>14,523,528</b>

19.01

As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

### (i) Defined Contribution Plan :

Contribution to Provident Fund is ` 414255/- (Previous year ` 4,73,654/-), ESIC and Labour Welfare Fund includes ` 23251/- (Previous year ` 15744/-).

### (ii) Defined Benefit Plan :

Gratuity & Leave Encashment:

The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days service for each completed year of service or part thereof depending on the date of joining. The benefit vests after five years of continuous service.

# PATDIAM JEWELLERY LIMITED

NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

Assumptions	Gratuity Funded 31.03.2017	Gratuity Funded 31.03.2016
<b>Reconciliation of opening and closing balances of the present value of the defined benefit obligation:</b>		
Present Value of obligation as at the beginning of the year	1,975,771	1,762,300
Current service cost	309,437	244,404
Interest cost	150,021	134,071
Actuarial (gain) / loss	(194,790)	(131,832)
Benefits paid	(44,740)	(33,172)
Present Value of obligation as at the end of the year	2,195,699	1,975,771
<b>Change in Plan Assets</b>		
Plan assets at period beginning, at fair value	-	-
Expected return on plan assets	-	-
Actuarial (gain) / loss	-	-
Contributions	44,740	33,172
Benefits paid	(44,740)	(33,172)
Plan assets at period end 2015, at fair value	-	-
<b>Fair Value of Plan Assets</b>		
Fair Value of plan assets at the beginning of the year	-	-
Actual return on plan assets	-	-
Contributions	-	-
Benefits paid	-	-
Fair Value of plan assets at the end of the year	-	-
Funded status		
Excess of Actual over estimated return	NIL	NIL
<b>The amounts to be recognized in the Balance Sheet and statements of Profit and Loss</b>		
Present value of obligations as at the end of year	2,195,699	1,975,771
Fair value of plan assets as at the end of the year	-	-
Funded status	(2,195,699)	(1,975,771)
Net asset/(liability) recognized in Balance Sheet	(2,195,699)	(1,975,771)
<b>Expenses for the year</b>		
Current service cost	309,437	244,404
Interest cost on benefit obligation	150,021	134,071
Expected return on plan assets	-	-
Net actuarial (gain)/loss recognised in the year	(194,790)	(131,832)
Total expenses recognised in the P & L A/c	264,668	246,643
<b>Assumptions</b>	<b>Gratuity 31.03.2017</b>	<b>Gratuity 31.03.2016</b>
Discount Rate	7.29%	8.00%
Employee Turnover	7.00%	7.00%
Mortality	Indian Assured Lives Mortality(2006-08)	

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors, such as supply and demand in the employment market.

# PATDIAM JEWELLERY LIMITED

## NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

### 20 FINANCE COST

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
a) Interest on Bank Loan	13,947,535	14,587,160
b) Bank Loan Processing Charges	1,839,860	767,815
c) Interest on Others	-	36,819
<b>Total `</b>	<b>15,787,395</b>	<b>15,391,794</b>

### 21 OTHER EXPENSES

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
a) Payment to Contractor	27,378,622	32,788,806
b) Tools & Consumables	5,606,218	4,965,785
c) Power & Fuel Expenses	2,902,736	1,560,404
d) Insurance expenses	1,779,847	2,933,857
e) Rates & taxes	583,468	569,174
f) Miscellaneous Expenses	1,686,855	2,012,345
g) Auditors' Remuneration	185,000	185,000
h) Freight & Forwarding Charges	3,791,211	3,121,392
i) Sale & Marketing Expenses	3,964,445	2,742,294
j) Professional Fees	3,028,712	5,879,575
k) Repairs and Maintenance Expenses	225,180	65,100
l) Other Repair & Maintenance	931,051	898,812
m) Telephone Expenses	330,893	413,737
n) Travelling Expenses	2,367,190	2,833,765
o) Bank Charges	1,294,537	1,194,284
p) Bad debts	8,548,985	-
q) Net loss on foreign currency transaction and translation	71,323	-
<b>Total `</b>	<b>64,676,272</b>	<b>62,164,329</b>

21.01 Value of imported raw materials consumed and the value of all indigenous raw materials similarly consumed and the percentage of each to the total consumption.

Particulars	Amount in `		Percentage	
	2016-17	2015-16	2016-17	2015-16
Consumable Stores & Spares :				
a) Imported	293,078	1,309,904	5.23%	26.38%
b) Indigenous	5,313,140	3,655,881	19.41%	73.62%

# PATDIAM JEWELLERY LIMITED

## NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

### 22 CONTINGENT LIABILITIES NOT PROVIDED FOR :

- a) The Company has executed Bank Guarantee of ` 120,000,000/- (Previous year ` 120,000,000/-) favouring Punjab National Bank Mumbai for its direct control by key managerail, Patdiam Jewels of firm, Mumbai.

23 Estimated amount of Contracts remaining to be executed on Capital Account and not provided for ` .Nil. ( Previous year ` .Nil.)

### 24 IN THE OPINION OF THE DIRECTORS :

- a) The Current Assets and Loans & Advances are approximately of the value stated, if realised in the ordinary course of business.
- c) The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary

### 25 DETAILS OF RELATED PARTIES TRANSACTIONS ARE AS UNDER:

#### a) List of related parties and relationship where control exists or with whom transactions were entered into :

Sr. No.	Relationship	Name of the Related Party
1	Key Management Personnel	Mr. Samir Kakadia (Managing Director) Mr. Jayesh Avaiya (Director) Mr. Paresh Shah (Director) Mr. Prakash Shah (Director)
2	Enterprise over which Key Managerial Personnel has direct control	Patdiam Patdiam Jewels
3	Relative of Key Management Personnel	Mr. Keval C. Navadia (Son of Director)

#### b) Transaction during the year with related parties:

Sr. No	Nature of Transaction	Key Management Personnel		Enterprise over which Key Managerial Personnel has direct	
		2016-17	2015-16	2016-17	2015-16
i)	Payments to & provision for Directors' remuneration & Salary	300,000	300,000	-	-
ii)	Purchases of goods	-	-	197,193,769	191,753,954
iii)	Sales of goods	-	-	6,033,879	10,183,000
iv)	Loan Received	-	300,000	-	-
v)	Loan Repayment	-	300,000	-	-
i)	Outstanding Receivables as on 31 <sup>st</sup> March	-	-	-	-
ii)	Outstanding Payables as on 31 <sup>st</sup> March	-	-	51,456,958	1,726,649

# PATDIAM JEWELLERY LIMITED

## NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

### c) Disclosure in respect of Transaction with related parties during the year

Sr. No	Nature of Transaction	Key Management Personnel				Enterprise over which Key Managerial Personnel has direct control	
		Samri Kakadia	Jayesh Avaiya	Paresh Shah	Prakash Shah	Patdiam	Patdiam Jewels
i)	Payments to & provision for Directors' remuneration/ Salary	300,000 (300,000)	- -	- -	- -	- -	- -
ii)	Purchases of goods	-	-	-	-	197,193,404 (190,578,037)	365 (1,175,917)
iii)	Sales of goods	-	-	-	-	-	6,033,879 (10,183,000)
iv)	Loan Received	-	-	-	-	-	-
		-	(100,000)	(100,000)	(100,000)	-	-
v)	Loan Repayment	-	-	-	-	-	-
		-	(100,000)	(100,000)	(100,000)	-	-

i) Outstanding Receivables as on 31 <sup>st</sup> March	-	-	-	-	-	-
	-	-	-	-	-	-
ii) Outstanding Payables as on 31 <sup>st</sup> March	-	-	-	-	51,456,958 (1,726,649)	-
	-	-	-	-	-	-

26 The Profit and Loss Account includes payments and provisions on account of the Managing Director and Whole-time Director as under :

Particulars	Managing Director	Other Director	Total 2016-17	Total 2015-16
i) Salaries	300,000	-	300,000	300,000
ii) Perquisites	-	-	-	-
iii) Commission	-	-	-	-
vi) Sitting Fees	-	-	-	-
	300,000	-	300,000	300,000

### 27 EARNING PER SHARE

Profit after Tax  
No. of shares outstanding  
Weighted Avg. No. of shares + potential shares o/s  
Earning per share(Basic)  
Earning per share(Diluted)

As on 31.3.17	As on 31.3.16
10,143,789	9,399,987
4317000	4317000
4317000	3203441
2.35	2.93
2.35	2.93

### 28 VALUE OF IMPORTS ON C.I.F. BASIS :

Raw Materials  
Consumable Stores  
Capital Goods  
Expenditure

As on 31.3.17	As on 31.3.16
50,184,428	448,792,515
1,437,872	1,309,904
-	680,000
4,824,537	5,284,067
56,446,837	456,066,486

# PATDIAM JEWELLERY LIMITED

## NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017

### 29 REMITTANCE IN FOREIGN EXCHANGE CURRENCY ON ACCOUNT OF DIVIDEND:

Year to which Dividend relates

No. of Foreign Company

No. of shares on which remittances were made

Net Dividend (₹)

As on 31.3.17	As on 31.3.16
Nil	Nil
Nil	Nil
Nil	Nil
Nil	Nil

### 30 EARNINGS IN FOREIGN EXCHANGE:

F.O.B. Value of Exports

As on 31.3.17	As on 31.3.16
439,257,265	446,510,662
439,257,265	446,510,662

### 31 FINANCIAL INSTRUMENTS / FORWARD CONTRACTS :

Unhedged Foreign Currency exposure :

Particulars	31.03.2017		31.03.2016	
	US \$	Amount (₹)	US \$	Amount (₹)
Outstanding Receivables	5570730	361,733,487	5045520	334,265,725
Outstanding creditors for goods and spares	1141672	74,128,769	334105	22,134,468
Exchange Earner's Foreign Currency a/c with Banks Overdraft	14857	906,265	4242	258,774
Packing credit in foreign currency with Bank	788215	51,178,803	967097	64,070,171
Post shipment credit in foreign currency with Bank	593530	38,537,903	1032270	68,387,888

### 32 REMUNERATION TO AUDITORS:

As Auditors

Tax Audit Fees

Others

Total `

As on 31.3.17	As on 31.3.16
110,000	110,000
30,000	30,000
45,000	45,000
185,000	185,000

### 33 Details of specified Bank Notes held and transacted during the period from 08th November 2016 to 30th December 2016

Particulars	SBNS (500 and 1000)	Other Denomination Notes	Total
Closing Cash in Hand as on 08.11.2016	-	61,146	61,146
(+) Permitted Receipts	-	120,000	120,000
(-) Permitted Payments	-	112,056	112,056
(-) Amount deposited in Bank	-	-	-
Closing Cash in Hand as on 30.12.2016	-	69,090	69,090

## **PATDIAM JEWELLERY LIMITED**

### **NOTES ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2017**

- 34** During 2006, company has acquired some equity interest (equal to 18%) in two USA based companies, namely American Value Chain Inc(AVC) and Gems Media LLC (GM) by the investing in the aggregate a sum of US \$ 2,00,000 (Equivalent Indian ` 92,55,666/-)(US \$ 190000 in AVC and US \$ 10000 in GM-Equal to ` 87,92,568/- in AVC and ` 4,63,098/- in GM). Subsequent to investment both companies run in to trouble and incurred huge loss. The aggregate loss as on April, 2008 was US \$ 47,45,220.67. However, company had a share holder agreement with other share holders of these companies where in it was protected from the loss and was given an exit option at a valuation of it is interest for US \$ 9,80,456.13, after 2009. Company has exercised its option and claimed that other share holders buy out its interest at an agreed consideration in terms of share holder's agreement. However, other share holders had initially sought an extension of time, Ever after expiry of extened period, they have used delaying tactics citing huge loss, financial crunch etc as reason. Pending action in terms of share holder's agreement, company continue to present its investment as such and has not considered any provision for diminution in value of its investments in terms of theoretical value of its equity interest.Also, it has other trade receivable of US \$ 1,76,741.72(Equivalent Indian ` 11,046,358/- as at year end) due from GM which it has continue to carry at book value. In the mean time company came to know that order share holders have put in more equity fund in the companies and raised their interest developments and after having exhausted all informal channels, finally in current financial year i.e.in F.Y.2015-16 company has lodged a suite in court of law in USA and claimed remedy and specific performance under share holder's agreement. It has made a plea before th court of law that its equity interest be brought out and it be paid compensation as per share holder's agreement. Management if the company has been advised by its USA Lawyers that, there is more than probable chance of it getting its claim. Considering this company has continued to show it investment at cost and other receivables from these companies at book value and has not make any provision for loss by way of diminution in value of investment or bad debts for book debts. However as it has now filed a suite and expressed its intention to transfer or sale its equity interest in those companies, same has been classified as current investments.
- 35** The company has demand in respect of Income Tax for the Assessment Year 2013-14 of ` 1,44,430/-, Assessment Year 2012-13 of `74510/-and Assessment year 11-12 of `25,41,407/-.
- 36** The previous year's figures have been regrouped and rearranged wherever necessary to make in compliance with the current financial year.

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**For Pulindra Patel & Co.**  
**Chartered Accountants**  
**FRN No. 115187W**

**Pulindra Patel**  
*Proprietor*  
**Membership No. 48991**  
**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2017**

**For and on behalf of the Board**

**Mr. Pravin Kakadia**  
*Chairman & Director*  
**(DIN 00178140)**

**Mr. Samir Kakadia**  
*Managing Director*  
**(DIN 00178128)**

**Bharat Shah**  
*Chief Financial Officer*  
**Place : Mumbai**  
**Date : 30<sup>th</sup> May, 2017**

**Aditi Neema**  
*Company Secretary*



# PATDIAM JEWELLERY LIMITED

CIN: L36911MH1999PLC120537

Regd. Office: Gala No 102, Bldg No. 1,

SEEPZ SEZ, Andheri (E) Mumbai (MH) – 400 096

Tel: +22-2829 3455/56; Fax: +22-2829 3459

E-mail ID: info@patdiam.com; Website: www.patdiam.com

## PROXY FORM

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

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No./ DP ID/ Client ID:

I/We, being the member(s) of \_\_\_\_\_ shares Patdiam Jewellery Limited, hereby appoint

1. \_\_\_\_\_ r/o \_\_\_\_\_ having e-mail  
id \_\_\_\_\_, signature \_\_\_\_\_ or failing him
2. \_\_\_\_\_ r/o \_\_\_\_\_ having e-mail  
id \_\_\_\_\_, signature \_\_\_\_\_ or failing him
3. \_\_\_\_\_ r/o \_\_\_\_\_ having e-mail  
id \_\_\_\_\_, signature \_\_\_\_\_ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 18<sup>th</sup> Annual General Meeting of the company, to be held on the Friday, the 29<sup>th</sup> September, 2017 at 02.00 P.M. at Gala No. 102, Building No. 1, Seepz, Sez, Andheri East, Mumbai – 400 096 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Ordinary Business
1.	Adoption of Financial Statements
2.	Re-appointment of Mr. Pravin Kakadia, Director who retires by rotation
3.	Ratify Appointment of M/s Pulindra Patel & Co. as Statutory Auditor and fixing their Remuneration
	<b>Special Business:</b>
4.	Approval for entering into Related Party Transactions by the Company

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp

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.**

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# PATDIAM JEWELLERY LIMITED

CIN: L36911MH1999PLC120537

Regd. Office: Gala No 102, Bldg No. 1,

SEEPZ SEZ, Andheri (E) Mumbai (MH) – 400 096

Tel: +22-2829 3455/56; Fax: +22-2829 3459

E-mail ID: info@patdiam.com; Website: www.patdiam.com

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## ATTENDANCE SLIP

Registered Folio No./DP ID and Client ID:

Name & Address:

Number of Shares held:

I certify that I am a member /proxy /authorized representative for the member of the Company.

I hereby record my presence at the **18<sup>th</sup> Annual General Meeting** of the Company being held on **Friday, the 29<sup>th</sup> day of September, 2017 at 02.00 P.M.** at the Registered Office of the Company at Gala No. 102, Building No. 1, Seepz, Sez, Andheri East, Mumbai – 400 096.

Further, please register/ update my/ our under mentioned E-mail ID for sending all future Company's correspondence:

E-mail ID: \_\_\_\_\_

**Name & Signature of Shareholder/ Proxy/ Authorised Representative**

Note: Please complete Attendance Slip and hand it over at the entrance of the meeting hall.

**ADMISSION AT THE ANNUAL GENERAL MEETING VENUE WILL BE ALLOWED ONLY ON VERIFICATION OF THE MEMBERSHIP DETAILS AND SIGNATURES ON THE ATTENDANCE SLIP.**

**Route Map of the venue of the 18<sup>th</sup> Annual General Meeting of Patdiam Jewellery Limited to be held on Friday, 29<sup>th</sup> September, 2017 at 2.00 P.M.**

Venue Address: Gala No 102, Bldg No. 1, SEEPZ SEZ, Andheri (E) Mumbai (MH) – 400 096

Landmark: SEEPZ

