



# Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

September 1, 2020

The General Manager Capital Market(Listing) <b>National Stock Exchange of India Ltd.</b> Exchange Plaza, BKC Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. Symbol: 526729	Dy. General Manager Marketing Operations (Listing) <b>BSE Ltd.</b> P. J. Towers, 25 <sup>th</sup> Floor, Dalal Street, Fort, Mumbai-400 001. Code: GOLDIAM
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Dear Sir/Madam,

**Subject: Notice of 33<sup>rd</sup> Annual General Meeting and Annual Report 2019-20**

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation"), please find enclosed Notice convening the 33<sup>rd</sup> AGM and the Annual Report of the Company for the financial year 2019-20.

In compliance with General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, the Notice convening the AGM and the Annual Report of the Company for the financial year 2019-20 has been sent to all the members of the Company whose email addresses are registered with the Company or Depository Participant(s).


The AGM of the Company will be held on Friday, September 25, 2020, at 11.00 a.m. through Video Conferencing/ Other Audio Visual Means in accordance with the aforesaid circulars.

The Notice of AGM along with the Annual Report for the financial year 2019-20 is also being made available on the website of the Company at [www.goldiam.com](http://www.goldiam.com)

This is for your information and appropriate dissemination.

Thanking you,

Yours faithfully,  
**For Goldiam International Limited**

  
**Pankaj Parkhiya**  
Company Secretary



Encl.: As above

**Registered Office**

Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai-400096. India  
Phones: (022) 28291893/28290396/28292397 Fax : (022) 28292885 Email:- [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com)  
Website: [www.goldiam.com](http://www.goldiam.com)

*Annual Report*

**2019-2020**



**Goldiam  
International  
Limited**

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY



## BOARD OF DIRECTORS

<b>Rashesh M. Bhansali</b>	Executive Chairman
<b>Ajay M. Khatlawala</b>	Director - Independent
<b>Dr. R. Srinivasan</b>	Director - Independent
<b>Pannkaj C Ghadiali</b>	Director - Independent
<b>Tulsi Gupta</b>	Non-Executive Non - Independent Director
<b>Anmol R. Bhansali</b>	Whole-Time Director
<b>Nipa Utpal Sheth</b>	Additional Director-Independent

## BOARD COMMITTEES

### Audit Committee

Ajay M. Khatlawala  
Dr. R. Srinivasan  
Pannkaj C Ghadiali  
Rashesh M. Bhansali

### Stake Holder Relationship Committee

Dr. R. Srinivasan  
Rashesh M. Bhansali  
Ajay M. Khatlawala

### Corporate Social Responsibility Committee

Ajay M. Khatlawala  
Tulsi Gupta  
Rashesh M. Bhansali

### Share Transfer Committee

Ajay M. Khatlawala  
Rashesh M. Bhansali  
Tulsi Gupta

### Nomination & Remuneration Committee

Ajay M. Khatlawala  
Dr. R. Srinivasan  
Pannkaj C Ghadiali

### Company Secretary & Compliance Officer

Pankaj J. Parkhiya

### Chief Financial Officer

Darshana Faldu (Patel)

## AUDITORS

J.D. Zatakia & Co., Chartered Accountants

## BANKERS

The Hongkong & Shanghai Banking Corporation Ltd.  
Punjab National Bank  
Kotak Mahindra Bank Limited  
Citibank N.A.  
YES Bank Limited

## REGISTERED OFFICE

Goldiam International Limited  
CIN: L36912MH1986PLC041203  
Gems & Jewellery Complex, MIDC,  
SEEPZ, Andheri (East), Mumbai - 400 096  
Website: [www.goldiam.com](http://www.goldiam.com)  
E-mail: [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com)

## DIAMOND PROCUREMENT OFFICE

The Capital Office No. 1107, A Wing,  
11th Floor, Plot No. C-70, G Block,  
Bandra (East), Mumbai 400051.

## REGISTRAR AND TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.  
C-101, 247 Park, L. B. S. Marg,  
Vikhroli (West), Mumbai - 400 083  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## Listing

BSE Limited  
National Stock Exchange of India Limited

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## GOLDIAM INTERNATIONAL LIMITED

CIN: L36912MH1986PLC041203

Registered Office Address: Gems & Jewellery Complex, M.I.D.C., SEEPZ, Andheri (East), Mumbai – 400 096.

Tel: (022) 2829 1893, 2829 0396, 2829 2397 | Fax: (022) 2829 2885, 2829 0418

Email: [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com) | Website: [www.goldiam.com](http://www.goldiam.com)

## NOTICE

NOTICE is hereby given that the THIRTY-THIRD ANNUAL GENERAL MEETING of the Members of GOLDIAM INTERNATIONAL LIMITED will be held on Friday, September 25, 2020 at 11.00 a.m. IST through Video Conferencing/ Other Audio Visual Means ("VC/OAVM") Facility, to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of annual audited Financial Statement and Reports thereon

To receive, consider and adopt:

- a. the audited Standalone financial statement of the Company for the financial year ended March 31, 2020, the Reports of Directors and Auditors thereon, and
- b. the audited consolidated financial statement of the Company for the financial year ended March 31, 2020.

#### 2. Declaration of Dividend

To confirm 1st interim dividend of ₹ 2/- (i.e. 20%) and 2nd interim dividend of ₹ 3/- (i.e. 30%) on each paid up equity share already paid for the financial year ended March 31, 2020 and declare final dividend of ₹ 1.50 (i.e. 15%) on each paid up equity share for the financial year ended March 31, 2020.

#### 3. Appointment of Director in place of those retiring by rotation

To appoint a Director in place of Mr. Anmol Rashesh Bhansali (DIN 07931599) who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. Re-appointment of Mr. Rashesh M. Bhansali, Executive Chairman for another term of five consecutive years and to pay remuneration for the period of three years with effect from February 1, 2021.

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

**"RESOLVED THAT** pursuant to recommendation of Nomination & Remuneration Committee and approval of Audit Committee and provisions of Section 196, 197 and 198 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and regulation

17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 (New Provisions) including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Rashesh Manhar Bhansali (DIN-00057931) as an Executive Chairman of the Company for another term of five consecutive years with effect from February 1, 2021, whose office shall be liable to retire by rotation and to pay the minimum remuneration, as detailed below for the period of three years with the effect from February 1, 2021.

#### Details of Remuneration:

##### Part A:

1. Basic Salary: ₹10,00,000/- per month

##### Part B:

1. Car for Office Use.
2. Telephone (mobile and residence) for business use to be reimbursed from the Company, subject to self-certification basis on production of bills.
3. Membership fees of two clubs.
4. Gratuity:  
Gratuity shall be payable as per the provisions of the payment of Gratuity Act, 1972 as amended from time to time.
5. Leave and Bonus:  
As per the Company policy

**RESOLVED FURTHER THAT** in case the Company does not earn any profits or earns inadequate profits the remuneration mentioned above will be considered as minimum remuneration payable to Mr. Rashesh M. Bhansali, Executive Chairman, pursuant to the provision of and the ceiling limits prescribed under Section II, III, IV and V of Part II of Schedule V of the Companies Act, 2013, however, in case the company does not earn any profits or earns inadequate profits the remuneration payable to Executive Chairman may exceed the above ceiling subject to such other approvals, if any necessary.

**RESOLVED FURTHER THAT** Mr. Rashesh M. Bhansali, Executive Chairman shall be entitled to Commission of 5% of net profit inclusive of Salary,

as per the ceiling fixed under Section 197 and Schedule V and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 amendments made thereto from time to time and accordingly, in the event of loss or inadequacy of profit in any financial year, the remuneration mentioned above will be considered as minimum remuneration payable to Mr. Rashesh Manhar Bhansali.

**RESOLVED FURTHER THAT** the Board and/or its committee subject to recommendation of Nomination and Remuneration Committee be and is hereby in its absolute discretion to decide/determine, fix and/or vary/alter/modify within the limit stated above, the remuneration (including Minimum Remuneration in the event of absence or inadequacy of profits in any financial year) payable to Mr. Rashesh M. Bhansali, Executive Chairman from time to time and to comply with all legal provisions and to do all such acts, deeds, things and matters etc., as may be considered necessary, desirable, expedient or proper to give effect to this resolution.”

**5. Appoint Mrs.Nipa Utpal Sheth (DIN 00081064) as an Independent Director on the Board of Directors of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV of the Act, (including any statutory amendment(s), modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination & Remuneration Committee, Mrs.Nipa Utpal Sheth (DIN 00081064), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 31, 2020 pursuant to provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this 33rd Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five consecutive years from

August 31, 2020 to August 30, 2025 and that she shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT**, pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act 2013, read with applicable rules made there under (including any statutory amendment(s), modification(s), enactment(s) or reenactment(s) thereof, for the time being in force), Mrs.Nipa Utpal Sheth (DIN 00081064), be paid such fees as the Nomination and Remuneration Committee and / or the Board of Directors may approve from time to time which shall however be subject to the limits prescribed in the Act;

**RESOLVED FURTHER THAT**, the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By Order of the Board of Directors

Place: Mumbai For **Goldiam International Limited**  
August 31, 2020

Regd. Office:  
Gems & Jewellery Complex, **Pankaj Parkhiya**  
M.I.D.C., SEEPZ, Andheri (E), Company Secretary &  
Mumbai - 400 096. Compliance Officer

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the business under Item No.4 and 5 of the accompanying Notice, is annexed hereto.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020, respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 33rd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the 33rd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories/DP"). Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.goldiam.com](http://www.goldiam.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The Notice of the AGM will also be available at the website of LIPL.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Register of members and share transfer books of the Company will remain closed from Monday, September 21, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of Annual Closing and determining entitlement of the members to the final dividend for the financial year 2019-2020.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
8. Members seeking any information with regard to accounts or any matter to be placed at AGM are requested to write from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number atleast 10 days before the meeting on Company's email address at [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com) to enable the management to keep the information ready.
9. As per Regulation 40 of Listing Regulations, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents (RTA), M/s. Link Intime India Private Limited for assistance in this regard.
10. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's at [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com) or to the Registrar and Share Transfer Agent of the Company by accessing the link [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html)
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
12. The Securities and Exchange Board of India has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
13. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depository Participant. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.goldiam.com](http://www.goldiam.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
14. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM is annexed.
15. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of dividend not encashed or claimed within seven (7) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Government.  
  
Further pursuant to the provisions of Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the Investor Education and Protection Fund established by the Government.  
  
Members who have not yet encashed their final and/or interim dividend for the financial year 2012-2013(final), 2013-2014, 2014-15, 2015-2016, 2016-2017, 2017-18, 2018-19 and 2019-20 are requested to approach the

Company or the Company's Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd. The details of unpaid dividend is also available on the website of the Company [www.goldiam.com](http://www.goldiam.com)

Members are requested to notify immediately any change in their address or bank account particulars:

- To the Registrar and Transfer Agents of the Company for shares held in physical form; and
  - Directly to their respective Depository Participants with whom they are maintaining their demat accounts and not to the Company/ Registrar and Transfer Agents, for shares held in electronic form.
16. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited, immediately of by clicking the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) .
- Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
17. In all correspondences with the Company, members holding shares in physical form are requested to quote their Folio numbers and those holding shares in electronic form are requested to quote their DP ID number and Client ID number.
18. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Link Intime India Pvt. Ltd., for consolidation into a single folio.
19. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

20. Instructions for Members for Remote e-Voting are as under:

### Voting through electronic means

Pursuant to provisions of section 108 and any other applicable provisions of the Companies Act, 2013, if any, read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015, and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide its members with the facility of "remote e-voting" to enable them to cast their votes for the businesses to be transacted at the 33rd AGM of the Company. The Company has entered into an agreement with Link Intime India Private Limited (LIPL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

### The Instructions for members for voting electronically are as under:-

1. The voting period begins on September 22, 2020 at 9.00 a.m. and ends on September 24, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2020, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
2. In case of members receiving e-mail:
  - i) Log on to the e-voting website <https://instavote.linkintime.co.in>
  - ii) Click on "Login" tab, available under Shareholders section
  - iii) Now Enter your User ID

	For members holding shares in Demat form	For members holding shares in Physical form
User-ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 Digit beneficiary ID	Event No. + Folio Number registered with the Company.

- iv) If you are holding shares in demat form and had logged on to <https://instavote.linkintime.co.in> and voted on an earlier voting of any company, then your existing password is to be used.
- v) If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:
- vi) Click on "Sign Up" tab available under 'Shareholders' section and enter following details:-

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is communicated to you on your email ID in the PAN field.</li> </ul>



Date of Birth(DOB)	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
OR	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).</li> </ul>

- vii) After entering these details appropriately, members will now reach 'Password Creation' tab wherein they are required to mandatorily enter their login password in the new password field (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through LIPL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii) Now enter CAPTCHA as shown on the screen and click on "SUBMIT" tab.
- ix) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Click on the EVSN for the relevant Company i.e. Goldiam International Limited on which you choose to vote.
- x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "FAVOUR/ AGAINST" for voting. Select the option FAVOUR or AGAINST as desired. The option FAVOUR implies that you assent to the Resolution and option AGAINST implies that you dissent to the Resolution. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'ABSTAIN' and the shares held will not be counted under 'Favour/Against'.
- xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- xiii) Once you "YES" your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- xiv) You can also take a print of the votes cast by clicking on "print" option on the Voting page.
- xv) **If Shareholders holding shares in Demat Form or Physical Form have forgotten password:**  
Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".  
Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)  
**NOTE:** The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.  
For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.  
It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xvi) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as "Corporate/ Custodian/Mutual Fund".

- To upload a scanned copy of certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
  - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
  - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/ demat account.
- Client ID or 16 digit beneficiary ID); (ii) selfattested scanned copy of client master or Consolidated Demat Account statement; and (iii) self attested scanned copy of the PAN Card, to the email address of the Company [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com).

21. **Instructions for Members for participating in the 33rd AGM through INSTAMEET are as under:-**
- xvii) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in> under Help section or write an email to [https://enotices@linkintime.co.in](mailto:https://enotices@linkintime.co.in) or Tel : 022 - 49186000.

The voting right of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date September 18, 2020.

3. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:
- a. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the 33rd AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com).
- b. In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID +
- a. Members may join the 33rd AGM through InstaMeet Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:45 a.m. IST i.e. 15 minutes before the time scheduled to start the 33rd AGM and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the 33rd AGM.
- b. Members may note that the VC/OAVM Facility, provided by Link Intime, allows participation of atleast 2,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 33rd AGM without any restriction on account of first-come first- served principle.
- c. Shareholders/ Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the Annual General Meeting as under:
1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:
    - i. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
    - ii. PAN: Enter your 10 digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - iii. Mobile No.
    - iv. Email ID
  2. Click "Go to Meeting"
- d. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS

- download stream) to avoid any disturbance during the meeting.
- e. Please note that Members connecting from mobile devices or tablets or through laptops etc. connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
  - f. Further Members will be required to allow Camera, if any, and hence use Internet with a good speed to avoid any disturbance during the meeting.
  - g. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 33rd AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com) atleast 3 days in advance before the start of the meeting i.e. by September 22, 2020 by 11:00 a.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
  - h. Members, who would like to ask questions during the 33rd AGM with regard to the financial statements or any other matter to be placed at the 33rd AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com) atleast 3 days in advance before the start of the 33rd AGM i.e. by September 22, 2020 by 11:00 a.m. IST.
  - i. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 33rd AGM, depending upon the availability of time.
  - j. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call: - Tel : 011 – 49411000 InstaMeet Support Desk, Link Intime India Private Limited
  - k. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 33rd AGM through VC/OAVM Facility.
- 22. Instructions for Members for e-Voting during the 33rd AGM through InstaMeet are as under:**
- Once the electronic voting is activated by the scrutiniser during the meeting, shareholders/members who have not exercised their vote through the remote e-voting can cast the vote as under:
- a. On the Shareholders VC page, click on the link for e-Voting "Cast your vote."
  - b. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
  - c. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
  - d. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under "Favour/Against".
  - e. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
  - f. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
  - g. Only those Members, who will be present in the 33rd AGM through InstaMeet Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 33rd AGM.
  - h. The Members who have cast their vote by remote e-Voting prior to the 33rd AGM may also participate in the 33rd AGM through InstaMeet Facility but shall not be entitled to cast their vote again.
  - i. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or Call: - Tel : 011 – 49411000 InstaMeet Support Desk, Link Intime India Private Limited
- 23. Other Guidelines for Members**
- a. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 33rd AGM by email and holds shares as on the cut-off date i.e. September 18, 2020, may obtain the User ID and password by sending a request to the Company's email address [investorrelations@goldiam.com](mailto:investorrelations@goldiam.com). However, if you are already registered with LIPL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://instavote.linkintime.co.in>.
  - b. The Company has appointed Mr. Rajnikant Shah, Practising Company Secretary (Membership No. 1629 COP No. 700), as the Scrutinizer for

conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, there after unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, during the remote e-voting and voting at the AGM, not later than three days of conclusion of the meeting, to the Chairman or a person, authorized by him in writing. The Chairman or a person, authorized by him in writing, shall declare the results of the 33rd AGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website [www.goldiam.com](http://www.goldiam.com) and on the website of LIPL and shall be communicated to the Stock Exchanges.

#### 24. Dividend related information

i) The Register of Members and Share Transfer

Physical Holding	following documents: a. Original Cancelled cheque leaf bearing the name of the first shareholder; or b. Bank attested copy of first page of the Bank Passbook/Statement of Account in original and an original cancelled Cheque (In case of absence of name on the original cancelled cheque or initials on the cheque).
Demat Holding	Please contact your Depository Participant (DP) and register your bank account details in your demat account, as per the process advised by your DP.

vi) In case the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall upon normalisation of postal services dispatch the dividend warrants to such shareholder by post.

vii) Members may note that as per the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company after April 1, 2020, shall be taxable in the hands of the shareholders and the Company shall be required to deduct tax at source (TDS) at the prescribed rates from the dividend to be paid to shareholders, subject to approval of shareholders in the ensuing AGM. The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company.

a. All Shareholders are requested to ensure that the below details are completed and/or updated, as applicable, in their respective demat account(s) maintained with the Depository participant(s); or in case of shares held in physical form, with the Company, on or before Friday,

Books of the Company will remain closed from Monday, September 21, 2020 to Friday, September 25, 2020 (both days inclusive).

- ii) Final dividend for the financial year ended March 31, 2020, as recommended by the Board of Directors, if approved by the members at the AGM, will be paid on or after Thursday, October 8, 2020, to those members whose names appear on the Register of Members as on Saturday, September 19, 2020.
- iii) Members holding shares in electronic form are hereby informed that bank particulars registered with their respective Depository Participants (DP), with whom they maintain their demat accounts, will be used by the Company for payment of dividend.
- iv) Members holding shares in physical / electronic form are required to submit their bank account details, if not already registered, as mandated by SEBI.
- v) Process for updation of bank account mandate for receipt of dividend electronically:

September 18, 2020.

Please note that the following details, in case you had already registered with the Company, as available with the Company in the Register of Members/Register of Beneficial Ownership maintained by the Depositories will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions:

- I. Valid Permanent Account Number (PAN).
- II. Residential status as per the Income Tax Act, 1961 i.e. Resident or Non-Resident for FY 2020-21.
- III. Category of the Shareholder viz. Mutual Fund, Insurance Company, Alternate Investment Fund (AIF) Category I and II, AIF Category III, Government (Central/State Government), Foreign Portfolio Investor (FPI)/Foreign Institutional Investor (FII): Foreign Company, FPI/FII: Others (being Individual, Firm, Trust, Artificial Juridical Person, etc.), Individual, Hindu Undivided Family (HUF), Firm,

Limited Liability Partnership (LLP), Association of Persons (AOP), Body of Individuals (BOI) or Artificial Juridical Person, Trust, Domestic Company, Foreign Company, etc.

- Email Address.
  - Residential Address
- b. For Resident Shareholders, TDS is required to be deducted at the rate of 7.5% under Section 194 of the Income Tax Act, 1961 on the amount of dividend declared and paid by the Company in the financial year 2020-21 provided valid PAN is registered by the Shareholder. If the valid PAN is not registered, the TDS is required to be deducted at the rate of 20% under Section 206AA of the Income Tax Act, 1961. However, no tax shall be deducted on the dividends paid to resident individuals if aggregate dividend distributed or likely to be distributed during the financial year does not exceed ₹5000.

Even in the cases where the shareholder provides valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income), no TDS shall be deducted.

- c. For Non-resident shareholders, the TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess) under Section 195 of the Income Tax Act, 1961. Further, as per Section 90 of the Income Tax Act, 1961 the non-resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Treaty between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail Tax Treaty benefits, the non-resident shareholders will have to provide the following:
- I. Self-attested copy of the PAN allotted by the Indian Income Tax authorities;
  - II. Self-attested copy of valid Tax Residency Certificate obtained from the tax authorities of the country of which the shareholder is a resident;
  - III. Self-declaration in Form 10F; and
  - IV. Self-declaration certifying that:
    - Shareholder is and will continue to remain a tax resident of the country

of its residence during the Financial Year 2020-21;

- Shareholder is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
  - Shareholder has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
  - Shareholder is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
  - Shareholder does not have a taxable presence or a permanent establishment in India during the Financial Year 2020-21.
- d. The draft of the aforementioned documents may also be accessed from the Company's website at [www.goldiam.com](http://www.goldiam.com)
- e. Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above before Friday, September 18, 2020. Kindly note that the aforementioned documents are required to update by visiting the below link:

Resident shareholders to send to	<a href="https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html">https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html</a>
Non-Resident shareholders to send to	

- f. It may be further noted that in case the tax on dividend is deducted at a higher rate in absence of receipt of the aforementioned details/ documents, there would still be an option available with the shareholder to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

By Order of the Board of Directors  
For **Goldiam International Limited**

**Pankaj Parkhiya**

Company Secretary & Compliance Officer

Date: August 31, 2020

Place: Mumbai

Regd. Office:

Gems & Jewellery Complex,  
M.I.D.C., SEEPZ, Andheri (E),  
Mumbai - 400096.

## STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013:-

### Item no.4

At 28th Annual General Meeting of the Company held on September 30, 2015, the consent of the Shareholders accorded to appoint Mr. Rashesh M. Bhansali as Vice Chairman and Managing Director of the Company for the period of 5 years from February 1, 2016 to January 31, 2021 and to pay remuneration to him upto March 31, 2018.

Owing to sad and sudden demise of Mr. Manhar Ratilal Bhansali, Non-Executive Chairman of the Company and in view of succession planning and contributions made by Mr. Rashesh R. Bhansali, the Board at its meeting held on November 25, 2017 re-designated Mr. Rashesh M. Bhansali as an Executive Chairman of the Company for remainder of his duration of appointment and approve to pay existing remuneration as applicable to Vice Chairman & Managing Director up to March 31, 2018 pursuant to recommendation of Nomination and Remuneration Committee and Audit Committee.

Further at 31st Annual General Meeting of the Company held on September 24, 2018, the consent of the Shareholders accorded to pay existing remuneration to Mr. Rashesh M. Bhansali, Executive Chairman for remainder of his duration of appointment i.e. up to January 31, 2021.

In view of the valuable contribution being made by Mr. Rashesh Manhar Bhansali towards the growth of the Company and on the recommendation of the Nomination and Remuneration Committee and subject to approval of the Members, the Board of Directors of the Company at its meeting held on June 25, 2020, approved re-appointment of Mr. Rashesh Manhar Bhansali (holding DIN 00057931), as an Executive Chairman of the Company for another term of five consecutive years effective from February 1, 2021 until January 31, 2026 and payment of remuneration for period of three years with effect from February 1, 2021 as set out in the resolution. The payment of remuneration was approved by the Board based on industry standards, responsibilities handled by Executive Chairman of the Company. With his vast experience in Gems and Jewellery sector, the Board of Directors considered it to be desirable to approve to pay remuneration as set out in Resolution to him.

Particulars of details of Mr. Rashesh Manhar Bhansali, Executive Chairman, pursuant to the information as required under Schedule V of the Companies Act, 2013 including Secretarial Standard - 2 and SEBI (LODR) Regulations, 2015, as applicable, are forming part of this Notice and details of remuneration paid/payable are as provided in the Corporate Governance report forming part of the Annual Report for 2019-20.

The Board of Director recommends the relevant resolution for your consideration and approval as a Special Resolution.

None of the Directors except Mr. Rashesh Manhar Bhansali himself, Mrs. Tulsi Gupta and Mr. Anmol Rashesh Bhansali as a relative of Mr. Rashesh Manhar Bhansali are concerned or interested in the resolution. No other Directors, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

### Item No. 5

In pursuance to the provisions of Section 149, 152, 161, and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under, Regulation 16 (1) (b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, vide their resolution dated August 31, 2020, appointed Mrs. Nipa Utpal Sheth (DIN 00081064), as an Additional Non-Executive Independent Director of the Company with effect from August 31, 2020 to hold office up to the date of the ensuing Annual General Meeting. In terms of Section 161 of the Act, Mrs. Nipa Utpal Sheth (DIN 00081064), holds office upto the date of the Annual General Meeting but is eligible for appointment as a Director.

A notice under Section 160 of the Act has been received from a member proposing the candidature of Mrs. Nipa Utpal Sheth for the office of a Director of the Company.

The Company has also received:-

- (i) the consent in writing to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and
- (ii) an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that she is not disqualified to act as a Director under Section 164(2) of the Companies Act, 2013;
- (iii) A declaration that she meets the criteria of Independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (iv) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Mrs. Nipa Utpal Sheth's vast knowledge

# *Goldiam International Limited*

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and varied experience will be of great value to the Company and would be beneficial to the overall functioning of the Company.

As on date of this notice, Mrs.Nipa Utpal Sheth does not hold any shares in the Company and is not related to any of the Directors / Key Managerial Personnel of the Company. A brief profile of Mrs.Nipa Utpal Sheth including the nature of her expertise and other details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 is annexed to the Notice convening the AGM.

Except Mrs.Nipa Utpal Sheth, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution.

The Board of Directors recommend the passing of Ordinary Resolution as set out in Item No. 5 of the accompanying notice relating to the appointment of Mrs.Nipa Utpal Sheth as a Non-Executive Independent Director of the Company for the approval of the members.

A copy of the draft Letter of Appointment for Independent Directors, setting out the terms and conditions of appointment of Independent Directors is available for inspection on the website of the Company at [www.goldiam.com](http://www.goldiam.com).

## Details of the Director seeking appointment/re-appointment at the Annual General Meeting:-

Name	Mr.Rashesh Manhar Bhansali (DIN: 00057931)	Mr. Anmol Rashesh Bhansali (DIN 07931599)	Mrs.Nipa Utpal Sheth (DIN 00081064)
Date of Birth	July 6, 1968 (Age 52 years)	August 18, 1995 (Age 24 years)	February 21, 1971 (Age 49 years)
Nationality	Indian	Indian	Indian
Date of Appointment	October 10, 1988	November 25, 2017	August 31, 2020
Qualifications	Bachelors degree in Commerce	<ul style="list-style-type: none"> <li>• Wharton School, University of Pennsylvania 2013 – 2017</li> <li>Bachelors of Science in Business Administration</li> <li>• Gemology Institute of America 2017</li> <li>Completed GEM130 and GEM230, constituting two thirds of 'Diamonds and Diamond Grading' course</li> <li>• B.D. Somani International School, Mumbai, India 2009-2013</li> <li>IB Diploma Program with 42 points out of 45 Completed IGCSE</li> <li>• University of Pennsylvania, The Wharton School, PA 2012</li> <li>Completed "Leadership in the Business World" Program</li> </ul>	She is a Chartered Accountant holding an All India Rank (4th) as well as a Chartered Financial Analyst. She holds 4th rank in Mumbai University and the 1st rank at Narsee Monjee College of Commerce and Economics for her Bachelor in Commerce degree.
Expertise in specific functional area	He has over 25 years of rich and exhaustive experience in the field of diamonds & jewellery.	Entered in the diamond business more than 5 years ago. He is having knowledge & experience in Diamond Business and engage in Manufacturing, Trading and Jewellery exports.	Mrs. Nipa Sheth is the director and founder of Trust Group, a leading full-service financial services house and a leader in the Indian Bond Market. She has been an integral part of the fixed income market for over 20 years. Her wisdom and values extends to benefit her clients ranging from large domestic public and private sector banks, large PSUs, Provident Funds, FII's, Endowments and Pension funds, large listed and unlisted corporates in India and high net-worth individuals. Under her distinctive leadership and expertise, TRUST group won the prestigious IFR Asia's India Bond House for the year 2014 and 2017, amongst several other accolades.



# Goldiam International Limited

Name	Mr.Rashesh Manhar Bhansali (DIN: 00057931)	Mr. Anmol Rashesh Bhansali (DIN 07931599)	Mrs.Nipa Utpal Sheth (DIN 00081064)
Directorships held in other Indian Public Companies (excluding Directorship in Private, Foreign and Section 8 Companies)	<ul style="list-style-type: none"> <li>• Diagold Designs Limited</li> <li>• Goldiam Jewellery Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Goldiam Jewellery Limited</li> </ul>	Nil
Memberships/ Chairmanships of Committees of other Public Companies (includes only Audit Nomination & Remuneration and Shareholders'/ Investor Grievance Committees)	Member of Audit Committee of Goldiam Jewellery Limited	Member of Nomination & Remuneration Committee of Goldiam Jewellery Limited	Nil
Number of Shares held	1,00,00,000	33,40,000	Nil
No. of Board meeting attended during 2019-2020	4 out 4	4 out 4	N.A.
Relationships between Directors inter-se	Mrs.Tulsi Gupta, NENI-Daughter Mr.Anmol R. Bhansali-WD- Son	Son of Mr. Rashesh M. Bhansali and Brother of Mrs. Tulsi Gupta	Mrs.Nipa Utpal Sheth is not related to any of the Directors, Key Managerial Personnel, Promoters and Promoter group of the Company.

## ANNEXURE TO THE EXPLANATORY STATEMENT

Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 and forming part of the explanatory statement to the Notice convening the Annual General Meeting. (For Item No. 4 of 33rd AGM Notice).

### I. GENERAL INFORMATION

#### Nature of Industry:-

Goldiam International Limited is operating in two segments viz. Jewellery manufacturing and investment activity. The founders of the Company have been in this business for 2 generations. The company grew steadily and added each process of manufacturing to its lineup, with an aim of becoming a fully integrated jewellery manufacturer.

#### Outstanding Achievements:-

The Company is manufacturing high quality, luxurious and creative diamond jewellery and exporting to USA, Europe and other countries. The Government of India and several other trade bodies have awarded

#### Financial performance:-

(₹ In Lakhs)

Particulars	Current Year 31.03.2020	Previous Year 31.03.2019
Sales for the year	16209.07	16982.73
Other Income	1071.59	1081.46
Total Income	17280.66	18064.19
Profit before Interest & finance charges, depreciation & taxation	2760.21	3101.30
Less: Interest & finance Charges	11.71	110.21
Operating profit before depreciation & taxation	2748.50	2991.09
Less: Depreciation, amortization & impairment of asset	195.30	197.62
Profit before Exceptional Items	2553.20	2793.47
Add: Exceptional Items	-	-
Profit before taxation	2553.20	2793.47
Current Tax & Prior Year	658.95	866.69
Deferred Tax Liability	(9.96)	(31.19)
Profit after taxation	1904.21	1957.97
Total other Comprehensive Income	459.08	352.82
Total profit	2363.29	2310.79

#### Foreign Investments or Collaborators, if any:-

Name	Category	% of holding/stake	Type of Arrangement
Goldiam HK Limited	Body Corporate	49.93	Joint Venture
Goldiam USA	Body Corporate	100	Wholly Owned Subsidiary Company

the Company for its contribution to jewellery trade and being a pioneer and a role model in this industry.

#### Following are the achievements:-

- Outstanding Export Performance for studded Jewellery from EPZ for the years 1992; 1993; 1994;1996;1997;1998 and 1999 by Gem & Jewellery Export Promotion Council.
- Late Mr.Manhar R. Bhansali, Chairman of the Company was awarded with "PIONEER OF THE YEAR" award by IDCA (Indian Diamond & Colorstone Association) on June 5, 2010.

Date or expected date of commencement of commercial production:-

The Company was incorporated on October 10, 1986 and commenced its business on May 20, 1988.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:-

- Not applicable

## II. INFORMATION ABOUT THE APPOINTEES

<b>Mr. Rashesh Manhar Bhansali</b>	
Background details:-	<p>The consent of shareholders accorded to appoint Mr. Rashesh M. Bhansali as a Vice-Chairman and Managing Director of the Company for a period of 5 years from February 1, 2016 to January 31, 2021 and to pay remuneration for period of 3 years i.e. upto March 31, 2018 at 28th Annual General Meeting of the Company held on September 30, 2015.</p> <p>Owing to sad and sudden demise of Mr. Manhar Ratilal Bhansali, Non-Executive Chairman of the Company and in view of succession planning and contributions made by Mr. Rashesh R. Bhansali, the Board at its meeting held on November 25, 2017 re-designated Mr. Rashesh M. Bhansali as an Executive Chairman of the Company for remainder of his duration of appointment and approve to pay existing remuneration as applicable to Vice Chairman &amp; Managing Director up to March 31, 2018 pursuant to recommendation of Nomination and Remuneration Committee and Audit Committee.</p> <p>Further at 31st Annual General Meeting of the Company held on September 24, 2018, the consent of the Shareholders accorded to pay existing remuneration to him for remainder of his duration of appointment i.e. up to January 31, 2021.</p> <p>Now it is proposed to reappoint Mr. Rashesh Manhar Bhansali as an Executive Chairman for another term of five consecutive years effective from February 1, 2021 until January 31, 2026 and payment of remuneration for period of three years with effect from February 1, 2021 as set out in the resolution.</p>
Past Remuneration	The remuneration approved by members of the Company at 31st AGM convened on September 24, 2018 was ₹1.20 crore per annum inclusive of perks as per Companies Act, 2013 read with rules made there under and schedule V of the Act.
Recognition and Awards	Mr. Rashesh M. Bhansali has a rich and extensive experience of management and running of gems and jewellery unit for more than two decades. His vision and commitment has enabled the Company steer through the most difficult times in the history of gems and jewellery Industry in India. Due to his ability, the Company continues to be cash rich and zero debt Company to other players in the industry.
Job Profile and his suitability:-	As an Executive Chairman of the Company, he is in overall charge of day-to-day control of production, legal, secretarial, taxation, accounts, finance including interaction with Banks and Institutions. The vendor selection and right sourcing of materials at competitive rates is also managed by him. He is overall in charge of administration and the interaction with various local authorities at all levels.
Remuneration proposed:-	The proposed remuneration is ₹10 lakhs per month inclusive of perks pursuant to provision of Companies Act, 2013 read with rules made thereunder and Schedule V of the Act.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration and 10000000 Equity Shares, he does not have any other pecuniary relationship with the Company.

### **Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):-**

Taking into consideration the size of the company, profile of Mr. Rashesh M. Bhansali, responsibility shouldered on them and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies. Mr. Rashesh M. Bhansali have successfully proved their expertise in very effective manner and drove the Company towards the growth over the period of time. Hence, the Board of Directors considers that the remuneration proposed to them are justified commensurate with other organisations of the similar type, size and nature in the industry.

### III. OTHER INFORMATION

#### **Reasons of loss or inadequate profits:-**

The coronavirus pandemic has crippled India's economy. Like many industries, the jewellery industry too has been hit hard. The gems and jewellery industry has suffered major disruption in its operations across the globe, which may result the profitability of the Company may be inadequate for making payment of the remuneration (which is in consonance with the corporate practice) to Managing/Executive Director under the Companies Act, 2013 read with schedule V of the Act.

#### **Steps taken or proposed to be taken for improvement:-**

The Company has taken up modernization from time to time. The company has started to sell its products through Ecommerce platform and installed a new generation machines and testing equipments for improved quality of products as per international standards and thereby expand the market base.

#### **Expected increase in productivity and profits in measurable terms:-**

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. The productivity is expected to increase by about 5% during the current years.

### IV. DISCLOSURES

All the relevant information required to be disclosed in the Board of Directors' Report under the heading "Corporate Governance" enclosed to the Annual Report 2019-20.

The remuneration package of the managerial person is given in the resolution.

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

## BOARD OF DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Thirty-third Annual Report on the affairs of the Company together with the Audited Statement of Accounts for the year ended March 31, 2020.

### FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	Current Year 31.03.2020	Previous Year 31.03.2019
Sales for the year	16209.07	16982.73
Other Income	1071.59	1081.46
<b>Total Income</b>	<b>17280.66</b>	<b>18064.19</b>
Profit before Interest & finance charges, depreciation & taxation	2760.21	3101.30
<b>Less:</b> Interest & finance Charges	<b>11.71</b>	<b>110.21</b>
Operating profit before depreciation & taxation	2748.50	2991.09
<b>Less:</b> Depreciation, amortization & impairment of asset	<b>195.30</b>	<b>197.62</b>
Profit before Exceptional Items	2553.20	2793.47
<b>Add:</b> Exceptional Items	<b>-</b>	<b>-</b>
<b>Profit before taxation</b>	<b>2553.20</b>	<b>2793.47</b>
Current Tax & Prior Year	658.95	866.69
Deferred Tax Liability	(9.96)	(31.19)
<b>Profit after taxation</b>	<b>1904.21</b>	<b>1957.97</b>
<b>Total other Comprehensive Income</b>	<b>459.08</b>	<b>352.82</b>
<b>Total profit</b>	<b>2363.29</b>	<b>2310.79</b>

### OPERATION, STATE OF AFFAIRS

During the financial year ended March 31, 2020, your Company recorded a consolidated turnover of ₹36450.79 as compared to the turnover of ₹44637.79 lakhs in the previous financial year ended March 31, 2019 thereby consolidated turnover reflects a degrowth of 18.34% over previous year. The consolidated Profit before tax and exceptional items were ₹6200.30 lakhs as against ₹ 6812.07 lakhs of the previous year resulted in degrowth of consolidated profit approximately by 24.66% over previous year. The consolidated Profit after tax stood at

₹4519.85 lakhs as compared to the profit of ₹4644.63 lakhs in the previous year.

The Company has achieved a standalone turnover of ₹16209.07 lakhs during the FY 2019-2020 as compared to ₹16982.73 lakhs during the previous year reflects a degrowth of 4.55% over the corresponding financial year ended March 31, 2019. The standalone profit after tax of the Company decreased by 2.74% from ₹1957.91 lakhs to ₹1904.21 lakhs in the current year.

### ESTIMATION OF UNCERTAINTIES RELATING TO THE GLOBAL HEALTH PANDEMIC (COVID-19)

The COVID-19 pandemic is rapidly spreading throughout the world. The operations of the Company were impacted, due to shutdown of manufacturing activities and offices following nationwide lockdown by the Government of India. The Company has resumed operations in a phased manner as per directives from the Government of India. The Company has evaluated impact of this pandemic on its business operations and financial position and based on its review of current indicators of future economic conditions, there is no significant impact on its financial statements as at March 31, 2020. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial statements. The Company will continue to monitor any material changes to future economic conditions.

### INDIAN ACCOUNTING STANDARDS

Your Company and its subsidiaries had adopted Ind AS with effect from April 1, 2017 pursuant to Ministry of Corporate Affairs notification dated February 16, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015. Your Company has published Ind AS Financials for the year ended March 31, 2020 along with comparable as on March 31, 2019.

### FINANCE

Cash and cash equivalent as at March 31, 2020 was ₹2577.29 lakhs. The Company continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

### CONSOLIDATED FINANCIAL STATEMENT

As stipulated by regulation 33 of Listing Regulations, the consolidated financial statements have been prepared by the Company in accordance with the applicable Ind AS. The audited consolidated financial statements together with Auditors' Report form part of the Annual Report.

## DIVIDEND

For FY 2019-2020, based on the Company's performance, the Directors have declared 1st interim dividends of 20% (₹ 2/- per equity share) on August 12, 2019 and 2nd interim dividend of 30% (₹ 3/- per equity share) on February 12, 2020. Further, your Directors recommended a final dividend of 15% i.e. ₹ 1.50/- per share on an Equity Share of ₹ 10/- each amounting to ₹ 332.62 lakhs for the financial year ended March 31, 2020. The dividend, if declared, by the Members at the forthcoming Annual General Meeting (AGM) shall be paid to the eligible Members of the Company on or after October 8, 2020.

The aggregate dividend for the year 2019-2020 is 65% (₹6.50/- per share).

## TRANSFER TO RESERVE

The Company does not propose to transfer any portion of profits to Reserves.

## SHARE CAPITAL

The paid up equity share capital as on March 31, 2020 was ₹ 2217.4923 lakhs.

As on March 31, 2020, following Executive, Non-Executive and Independent Directors of the Company holds equity shares in the Company as per details given below:

Sr. No.	Name of Director	No. of shares held
1.	Mr. Rashesh M. Bhansali (Executive Chairman)	1,00,00,000
2.	Mr. Anmol Rashesh Bhansali (Whole Time Director)	33,40,000
3.	Mr. Ajay M. Khatlawala (Independent Director)	1,000

## BUYBACK OF SHARES

The Board of Directors in its meeting, held on February 12, 2020, had approved buy back proposal for the purchase of fully paid up equity shares of face value of ₹10/- (Indian Rupees Ten only) each, by the Company, at a price not exceeding ₹160/- (Indian Rupees One Hundred Sixty Only) per equity share out of free reserves or such other sources as permitted by law, from the shareholders/beneficial owners of the Company, by the means of open market through stock exchange mechanism as prescribed under the Companies Act 2013 ("Act"), read along with SEBI (Buy Back of Securities) Regulations, 2018, provided that, the buyback shall not exceed of ₹12,36,91,680/- (Rupees Twelve crore thirty six lakhs ninety one thousand six hundred eighty Only), excluding brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and service tax (if any), stamp duty and other transaction charges), representing 5.60% and 3.32% of the aggregate of the Company's paid-up equity capital and free reserves based on the audited standalone and consolidated financial statements of the Company respectively as at March 31, 2019.

The Buyback was undertaken by the Company to return surplus funds to the Equity Shareholders and thereby, enhancing the overall returns to Shareholders. The Buyback of shares through stock exchange mechanism was opened on February 25, 2020 and closed on March 02, 2020. The Company had bought back, 7,91,073 Equity Shares at an average price of ₹156.0365 per Equity Share. Accordingly, the Company deployed ₹12,34,36,288/- (Rupees Twelve Crores Thirty Four Lakhs Thirty Six Thousand Two Hundred Eighty Eight only) (excluding Transaction Costs), which represents approximately 99.79352532% of the Maximum Buyback Size with a balance of approximately ₹2,55,392/- (Rupees Two Lakhs fifty five thousand three hundred and ninety two only).

## CHANGES IN STRUCTURE OF SHARE CAPITAL, IF ANY

During the financial year 2019-20 the Company has extinguished the bought-back 7,91,073 equity shares of ₹10/- each pursuant to the buy-back of fully paid up equity shares of the Company as mentioned earlier.

## TRANSFER OF EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY (IEPF):-

Pursuant to provision of section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('Rules'), as amended to date, the Company has transferred 10,031 equity shares of the Company to IEPF Demat Account IN30070810656671 in respect of which dividend has not been paid or claimed by the Members for seven consecutive years or more during the year under review.

## UNCLAIMED SHARES

As on March 31, 2020, the Company has 15500 unclaimed equity shares of ₹10/- each belonging to 54 investors, further the Company is holding the aforesaid shares in a Demat "Unclaimed Suspense Account" opened with Stock Holding Corporation of India Ltd. on behalf of the shareholders.

## DEPOSITS

During the year under review, the Company neither accepted any public deposits nor there were any amounts outstanding at the beginning of the year which were classified as 'Deposits' in terms of Section 73 of the Companies Act, 2013 read with Rule 2(1)(c) of the Companies (Acceptance of Deposits) Rules, 2014.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of Loans, Guarantees given and Investments made during the year as required under section 186 of the Companies Act, 2013 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 have been disclosed in the financial statements.

## REVIEW OF SUBSIDIARIES AND ASSOCIATES

Your Company has three Subsidiaries and one Associate (JV) Company. Financials of the Subsidiaries and Associate Company are disclosed in the Consolidated Financial Statements, which form part of this Annual Report. A statement containing salient features of the Financial Statements of the Subsidiaries, Joint Venture and Associate Company is annexed to this Annual Report pursuant to Section 129 of the Companies Act, 2013 and Rules made thereunder in prescribed Form AOC-3A and hence not repeated here for the sake of brevity.

## EXTRACT OF ANNUAL RETURN

Pursuant to sub-section (3) of Section 92 of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of the Annual Return as at March 31, 2020 in Form MGT-9 is set out in Annexure A to the Directors' Report and the same is available on Company's website [www.goldiam.com](http://www.goldiam.com).

## MEETING OF THE BOARD

During the year four Board meetings were held, the details of which are given in the Corporate Governance Report.

## INDEPENDENT DIRECTORS DECLARATION

The Independent Directors have submitted the Declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013 and all other applicable provisions of the Act and Regulation 16(1)(b) read with Regulation 25(8) of the Listing Regulations stating that

- o they meet the criteria of independence as provided under the Act and Regulation 16(1)(b) of the Listing Regulation
- o they are not disqualified to become directors under the Act
- o they have complied with the Code of Conduct as specified in Schedule IV to the Act;
- o in the opinion of the Board of Directors, all the Independent Directors fulfilled the criteria of independence as provided under the Act, rules made thereunder, read with the Listing Regulations and that they are independent of the management.
- o In terms of Regulation 25(9) of the Listing Regulations, the Board of Directors has ensured the veracity of the disclosures made under Regulation 25(8) of the Listing Regulations by the Independent Directors of the Company.

## ANNUAL EVALUATION OF BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES, THE CHAIRMAN AND INDIVIDUAL DIRECTORS INCLUDING THE INDEPENDENT DIRECTORS

In compliance with the Sections 134 and 178 of the Companies Act read with Regulations 17 and 19 of the Listing Regulations, the performance evaluation of the

Board and its Committees were carried out during the year under review.

The evaluation was made in the overall context of the effectiveness of the Board and the respective Committees in providing guidance to the operating management of the Company, level of attendance in the Board/ Committee meetings, constructive participation in the discussion on the agenda items, effective discharge of the functions and roles of the Board/ Committees. A detailed discussion followed on the basis of the aforesaid criteria and the Board collectively agreed that the Board and all its Committees fulfilled the above criteria and positively contributed in the decision making process at the Board/ Committee level.

The Board has evaluated the performance of the individual directors on the basis of evaluation criteria specified in the Nomination and Remuneration policy of the Company. A member of the Board/Committee did not participate in the discussion of his/her evaluation.

## NOMINATION AND REMUNERATION POLICY

The Company follows a Policy on appointment and Remuneration of Directors and Senior Management Employees. The Nomination and Remuneration Policy of the Company was modified by the Board of Directors at its meeting held on February 13, 2019 in light of the Amendment Regulations. The main objective of the said policy is to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, KMP and senior management employees. The said Policy also lay down criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178, is appended as Annexure B to this Report and is also uploaded on the Company's website [www.goldiam.com](http://www.goldiam.com) (web link: <http://www.goldiam.com/download/policy/2019/Nomination-and-Remuneration-Policy.pdf>)

## FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The familiarization programme aims to provide Independent Directors with the Jewellery industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant development so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the directors on the roles, responsibilities, rights and duties under the act and other statutes.

The Board members are provided with the necessary documents, presentation, reports and policies to enable them to familiarize with the Company's procedures and practices. Updates on relevant statutory changes and important laws are also given in the meetings.

The details of familiarization program for Directors are posted on the Company's website [www.goldiam.com](http://www.goldiam.com).

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

### Key Managerial Personnel

The following are the Key Managerial Personnel of the Company:

Mr. Rashesh Manhar Bhansali: Executive Chairman

Mr. Anmol Rashesh Bhansali: Whole-time Director

Mr. Pankaj Parkhiya: Company Secretary & Compliance Officer

Mrs. Darshana Faldu- Chief Financial Officer

### Committees of the Board

The Board of Directors has the following Committees:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Share Transfer Committee

The details of the Committees along with their composition, number of meetings held and attendance at the meetings are provided in the Corporate Governance Report.

### Retirement by Rotation:

As per the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Anmol Rashesh Bhansali (DIN 07931599), ED retires at 33rd Annual General Meeting and, being eligible offers himself for re-appointment.

### APPOINTMENT AND RE-APPOINTMENTS:

- The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Nipa Utpal Sheth (DIN 00081064) as Additional Director w.e.f. August 31, 2020, in terms of Section 161 of the Companies Act, 2013, she holds office up to the date of the Thirty-third Annual General Meeting. The Board of Directors have recommended for your approval to appoint Mrs. Nipa Utpal Sheth as an Independent Director for a period of five years with effect from August 31, 2020.
- On the recommendation of Nomination and Remuneration Committee, the Board of Directors have recommended for your approval to re-appointment of Mr. Rashesh Manhar Bhansali (DIN 00057931) as an Executive Chairman of the Company for a period of five consecutive years with effect from February 1, 2021.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable

accounting standards have been followed along with proper explanations relating to material departures, if any;

- (ii) the directors have selected such accounting policies and applied them consistently, except for the change in accounting policies stated in notes to the accounts and 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 on March 31, 2020 and of the statement of profit and loss and cash flow of the Company for the period ended March 31, 2020;
- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis;
- (v) proper internal financial controls to be followed by the Company has been laid down and that such internal financial controls are adequate and were operating effectively; and
- (vi) that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### STATUTORY INFORMATION

Information required under Section 197(12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of this Directors' Report for the year ended March 31, 2020 is given in [Annexure C](#).

### RELATED PARTY TRANSACTIONS

All the related party transactions are entered on an arm's length basis, in the ordinary course of business and are in compliance with applicable provisions of the Companies Act, 2013 and the Listing Regulations. All Related Party Transactions are placed before the Audit Committee. Prior omnibus approval of the Audit Committee is obtained for related party transactions which are foreseen and repetitive in nature and the transactions entered into pursuant to the omnibus approval so granted are placed before the Audit Committee for reviewing on a quarterly basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, or Key Managerial Personnel etc., which may have potential conflict with the interest of the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2, in terms of section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014. However, the details of the transactions with Related Party are provided in the Company's financial statements in accordance with the Accounting Standards.



The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website: <http://www.goldiam.com/download/policy/2019/Policy-on-Related-Party-Transaction.pdf> None of the Directors have any pecuniary relationships or transactions vis-à-vis the Company.

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

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

## AUDITORS

### i. AUDITORS AND THEIR REPORT

Pursuant to provisions of Section 139 of the Act and Rules thereunder, M/s J.D. Zatakia & Co., Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI) vide registration number 111777W were appointed as Statutory Auditors of the Company at 30th Annual General Meeting held on September 27, 2017 for a term of five consecutive years from the conclusion of the 30th Annual General Meeting scheduled till conclusion of 35th Annual General Meeting to be held in the year 2022, subject to ratification of their appointment at every subsequent Annual General Meeting.

However the Ministry of Corporate Affairs has vide notification dated May 07, 2018 withdrawn the requirement of seeking Member's ratification at every Annual General Meeting on appointment of Statutory Auditor during their tenure of five years. Hence the resolution seeking ratification of their appointment does not forms part of the Notice convening the 33rd Annual General Meeting.

A certificate from Statutory Auditors has been received to the effect that their appointment as Statutory Auditors of the Company, continue to be according to the terms and conditions prescribed under Section 139 of the Act and Rules thereunder.

There are no qualifications or adverse comments in the Auditor's Report, needing explanations or comments by the Board. The Statutory Auditors have not reported any incident of fraud to the Audit Committee in the year under review.

### ii. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Board has appointed M/s. R.N. Shah & Associates, a firm of Company Secretaries in Practice (C.P.No.700) to carry out Secretarial Audit for the financial year 2019-20.

The Secretarial Audit Report in Form No MR-3 forms part of this Report as [Annexure D](#). There are no

qualifications or observations or other remarks made by the Secretarial Auditor on the audit conducted by him in his Report for the year under review.

In accordance with SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019, the Company has obtained, from the Secretarial Auditor of the Company, an Annual Secretarial Compliance Report.

Pursuant to Regulations 24A of SEBI Listing Regulations 2015, the Secretarial Audit Report in Form No MR-3 of material unlisted subsidiaries of the Company incorporated in India forming part of this Directors' Report for the year ended March 31, 2020 is given in [Annexure E](#).

### iii. INTERNAL AUDITOR

M/s.J.H. Shah & Associates, Chartered Accountants are our Internal Auditors. The scope of work and authority of the Internal Auditors is as per the terms of reference approved by Audit Committee. The Internal Auditors monitors and evaluates the efficiency and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Significant audit observation and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

### COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year under review, the Company has complied with the applicable SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

### BUSINESS RESPONSIBILITY REPORT:

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2019, the requirement of preparing Business Responsibility Report ("BRR") had been extended to top 1000 companies (by market capitalization calculated as on March 31 of every financial year) with effect from December 26, 2019, which was initially applicable to top 500 listed companies. As the Company is one amongst the top 1000 listed entities, to comply with the aforesaid amendment, the Board, at its meeting held on June 25, 2020, has approved its first BRR.

The BRR of the Company for the year under review describing initiatives taken by the Company from an environmental, social and governance perspectives as required under Regulation 34(2)(f) of the Listing Regulations is set out separately and forms part of this Report as [Annexure F](#).

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS OR REGULATORS**

There have been no significant and material orders passed by the courts or regulators or tribunals impacting the going concern status and Company's operations.

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

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as [Annexure G](#).

## **RISK MANAGEMENT POLICY AND ITS IMPLEMENTATION**

Risk management has always been an integral part of the corporate strategy which complements the organizational capabilities with business opportunities, robust planning and execution.

In line with the new regulatory requirements, the Company has formally framed a Risk Management Policy 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. These are discussed at the meetings of the Audit Committee of the Company.

## **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. Periodic audits are undertaken on a continuous basis covering all the operations i.e., manufacturing, sales & distribution, marketing, finance, etc. Reports of internal audits are reviewed by management and Audit Committee from time to time and desired actions are initiated to strengthen the control and effectiveness of the system.

## **CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility) Rules, 2014 and the various notifications/circulars issued by the Ministry of Corporate Affairs, the Company has contributed an amount of ₹50,00,000/- lakhs towards CSR activities, the Company has undertaken projects in the area of animal welfare and promoting preventive health care in accordance with Schedule VII of the Companies Act, 2013 with the help of other registered trusts namely "Shree Sumati Jeev Raksha

Kendra undertaking "Jeevdaya" project in the area of Animal Welfare and "Make-A-Wish Foundation of India" undertaking "promoting preventive health care" project.

The content of CSR policy of the Company and detailed report on CSR activities including amount spent is given in [Annexure H](#).

## **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has in place a Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act 2013. An Internal Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the current financial year:-

1. Number of Complaints received : Nil
2. Number of Complaints disposed off : Nil

## **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Board of Directors of Goldiam International Limited are committed to maintain the highest standard of honesty, openness and accountability and recognize that employees have important role to play in achieving the goal. Further the your Board is in believe that the employees should be able to raise complaints concerning questionable accounting practices, internal accounting controls or auditing matters or concerning the reporting of fraudulent financial information etc. free of any discrimination, retaliation or harassment, for which the Board has established a Whistle Blower Policy, which encouraged the employees to report their genuine concerns and questionable accounting practices to Mr. Ajay M. Khatlawala, Chairman of Audit Committee through email or by correspondence through post. Further details are available on the company's website [www.goldiam.com](http://www.goldiam.com).

## **OTHER DISCLOSURES:**

Following other disclosures are made:

- o During the year under review, no securities (including sweat equity shares and ESOP) were issued to the employees of the Company under any scheme.
- o No orders were passed by any of the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

- o During the year under review, there were no changes in the nature of the business of the Company.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION:**

The Board reports that no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year ending March 31, 2020 and the date of this Report, other than continuing impact of pandemic COVID-19. For further details on the impact of COVID-19, please refer Note No. 44 (page No.114) to the Financial Statements.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In terms of the provisions of Regulation 34(2)(e) of SEBI Listing Regulations, the Management's discussion and analysis is set out in this Annual Report.

## **REPORT ON CORPORATE GOVERNANCE**

Your Company continue to imbibe and emulate the best corporate governance practices aimed at building trust among all stakeholders- shareholders, employees, customers, suppliers and others. Your Company believes that fairness, transparency, responsibility and accountability are the four key

elements of corporate governance. The Company has complied with the corporate governance requirements under the Companies Act, 2013, and as stipulated under the listing regulations. A separate section on corporate governance under the listing regulations, along with a certificate from the Company's Auditor confirming compliance, is annexed and forms an integral part of this Annual Report.

## **ACKNOWLEDGMENTS**

Your Directors express their appreciation for the sincere cooperation and assistance of Central and State Government authorities, bankers, customers, suppliers and business associates. Your Directors also wish to place on record their deep sense of appreciation for the committed services by your Company's employees. Your Directors acknowledge with gratitude the encouragement and support extended by our valued shareholders.

For and on behalf of the Board of Directors

**Rashesh M. Bhansali**  
Executive Chairman  
(DIN 00057931)

Place: Mumbai

Dated: August 31, 2020

## **ANNEXURE - A**

### **Extract of the Annual Return in form MGT-9:**

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

#### **I. Registration and other Details**

CIN	L36912MH1986PLC041203
Registration Date	October 10, 1986
Name of the Company	Goldiam International Limited
Category	Company Limited by shares
Sub-Category	Indian Non-Government Company
Address of the Registered Office	Gems and Jewellery Complex, M.I.D.C. SEEPZ, Andheri (East), Mumbai-400096, Maharashtra, India
Contact details	Tel: (022) 2829 1893, Fax: (022) 2829 2885; Email: <a href="mailto:investorrelations@goldiam.com">investorrelations@goldiam.com</a> Website: <a href="http://www.goldiam.com">www.goldiam.com</a>
Whether Listed Company	Yes, Listed on BSE and NSE
Name, Address and Contact details of Registrar and Transfer Agent	M/s. Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhoroli (West), Mumbai-400 083. Tel.:022-49186000, Fax:022-49186060 Email: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a>

#### **II. Principal Business Activities**

All the business activities contributing 10% or more of the total turnover of the Company.

Sl. No.	Name and Description of main products	NIC Code of the Product	% to total turnover of the Company
1.	Manufacturers and exporters of studded gold and silver jewellery	36911	93.80%

#### **III. Particular of Holding, Subsidiary and Associate Companies**

Sr. No	Name and Address	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Goldiam Jewellery Limited (Unit No.G-10,Gr. Floor, Gems & Jewellery Complex II, MIDC, SEEPZ, Andheri (East), Mumbai 400 096.)	U36910MH2005PLC152383	Wholly Owned Subsidiary	100%	Section 2(87)
2	Goldiam USA, Inc. (22 West 48th Street Suite # 305, New York, NY 10036 USA)	N.A	Wholly Owned Subsidiary	100%	Section 2(87)
3	Diagold Designs Limited (Plot No R/1, Cama Industrial Estate, Bajrang Nagar, Walbhat Road, Goregaon (East), Mumbai 400063.)	U36900MH2000PLC129176	Subsidiary	50.99%	Section 2(87)
4	Goldiam HK Limited (Room 06, Unit F1, 3/F, Hang Fung Industrial Building, Phase 1, 2G Hok Yuen Street, Hung Hom, Kowloon, Hong Kong)	N.A	Associate (Joint-Venture)	49.93% (Standalone)	Section 2(6)

# Goldiam International 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				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	14398100	-	14398100	62.6931	14434672	-	14434672	65.0945	2.4014
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>14398100</b>	<b>-</b>	<b>14398100</b>	<b>62.6931</b>	<b>14434672</b>	<b>-</b>	<b>14434672</b>	<b>65.0945</b>	<b>2.4014</b>
<b>(2) Foreign</b>									
a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>14398100</b>	<b>-</b>	<b>14398100</b>	<b>62.6931</b>	<b>14434672</b>	<b>-</b>	<b>14434672</b>	<b>65.0945</b>	<b>2.4014</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	5840	-	5840	0.0254	8568	400	8968	0.0404	0.0150
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
UTI	-	-	-	-	-	2000	2000	0.0090	0.0090
<b>Sub-total (B)(1):-</b>	<b>5840</b>	<b>-</b>	<b>5840</b>	<b>0.0254</b>	<b>8568</b>	<b>2400</b>	<b>10968</b>	<b>0.0494</b>	<b>0.0240</b>

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Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1027915	-	1027915	4.4758	1193973	-	1193973	5.3843	0.9085
i) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	3704573	267126	3971699	17.2938	3294744	229426	3524170	15.8925	-1.4012
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	1849915	-	1849915	8.0550	2107807	-	2107807	9.5053	1.4503
c) Others (specify)									
Clearing member	82083	-	82083	0.3574	18419	-	18419	0.0830	-0.2743
Market Maker	2593	-	2593	0.0112	-	-	-	-	-0.0112
Foreign Nationals	-	-	-	-	-	-	-	-	-
Non Resident Indians (Repat)	251986	2000	253986	1.1059	230559	-	230559	1.0397	-0.0661
Non Resident Indians (Non-Repat)	157297	-	157297	0.6849	162809	-	162809	0.7342	0.0492
Foreign Companies	794889	-	794889	3.4611	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Independent Directors	1000	-	1000	0.0040	1000	-	1000	-	-
HUF	217298	-	217298	0.9461	277134	-	277134	1.2497	0.3036
Trust	-	-	-	-	-	-	-	-	-
IEPF	203381	-	203381	0.8855	213412	-	213412	0.9624	0.0769
<b>Sub-total (B)(2):</b>	<b>8292930</b>	<b>269126</b>	<b>8562056</b>	<b>37.2814</b>	<b>7499857</b>	<b>229426</b>	<b>7729283</b>	<b>34.8559</b>	<b>-2.4254</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>8298770</b>	<b>269126</b>	<b>8567896</b>	<b>37.3068</b>	<b>7508425</b>	<b>231826</b>	<b>7740251</b>	<b>34.9054</b>	<b>-2.4013</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>22696870</b>	<b>269126</b>	<b>22965996</b>	<b>100</b>	<b>21943097</b>	<b>231826</b>	<b>22174923</b>	<b>100</b>	<b>-</b>

## (ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding 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	
Mr. Rashesh M. Bhansali	10000000	43.5426	N.A	10000000	45.0959	N.A	1.5533
Mrs. Shobhana M. Bhansali	1094672	4.7664	N.A	1094672	4.9365	N.A	0.1701
Mr. Anmol Rashesh Bhansali	3303428	14.3899	N.A.	3340000	15.0620	N.A.	0.6721

## (iii) Change in Promoters' Shareholding

Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the Company	No. Shares	% of total shares of the Company
<b>1. Mrs. Shobhana M. Bhansali</b>				
At the beginning of the year	1094672	4.3881	1094672	4.3881
Date wise Increase / Decrease in Shareholding during the year	No change during the year			
At the End of the year	-	-	1094672	4.9365
<b>2. Mr. Rashesh Manhar Bhansali</b>				
At the beginning of the year	10000000	43.5426	10000000	43.5426
Date wise Increase / Decrease in Shareholding during the year	No change during the year			
At the End of the year	-	-	10000000	45.0959
<b>3. Anmol Rashesh Bhansali</b>				
At the beginning of the year	3303428	14.3839	3303428	14.3839
Date wise Increase / Decrease in Shareholding during the year	No change during the year			
02-04-2019 (Increase) (Open Market)	26572	0.1157	3330000	15.0620
19-03-2020 (Increase) (Open Market)	5489	0.0247	3335489	15.0417
25 & 26 -03-2020 (Increase) (Open Market)	4511	0.0203	3340000	15.0620
At the End of the year	-	-	3340000	15.0620

## (iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1. Kimi Business Investments Advisors LLP</b>				
At the beginning of the year	787490	3.4289	787490	3.4289
Date wise Increase / Decrease in Shareholding during the year	No change during the year			
At the end of the year	-	-	787490	3.5505

<b>2. Ramesh Damani</b>				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year				
03.05.2019 (Increase)	300000	1.3062	300000	1.3062
At the end of the year	-	-	300000	1.3528
<b>3. Investor Education And Protection Fund Authority-Demat Account</b>				
At the beginning of the year	203381	0.8855	203381	0.8855
Date wise Increase / Decrease in Shareholding during the year				
05.04.2019(Pursuant to IEPF Rules)	5600	0.0243	208981	0.9099
14.10.2019 (Pursuant to IEPF Rules)	4431	0.0192	213412	0.9292
At the End of the year	-	-	213412	0.9624
<b>4. Chandrash Ashok Mehta</b>				
At the beginning of the year	213180	0.9282	213180	0.9282
Date wise Increase / Decrease in Shareholding during the year	No change during the year			
At the End of the year	-	-	213180	0.9613
<b>5. Shakuntala Ashok Mehta</b>				
At the beginning of the year	141300	0.6152	141300	0.6152
Date wise Increase / Decrease in Shareholding during the year				
3.05.2019 (Decrease-Market Sale)	10000	0.0435	131300	0.5717
10.05.2019 (Decrease-Market Sale)	500	0.0021	130800	0.5695
12.07.2019 (Increase-Market Sale)	200	0.0008	131000	0.5704
02.08.2019 (Increase-Market Sale)	190	0.0008	131190	0.5712
13.09.2019 (Increase-Market Sale)	300	0.0013	131490	0.5725
11.10.2019 (Increase-Market Sale)	75	0.0003	131565	0.5728
01.11.2019 (Decrease-Market Sale)	963	0.0041	130602	0.5686
08.11.2019 (Increase-Market Sale)	140	0.0006	130742	0.5692
15.11.2019 (Increase-Market Sale)	135	0.0006	130877	0.5698
22.11.2019 (Increase-Market Sale)	40	0.0001	130917	0.5700
29.11.2019 (Increase-Market Sale)	155	0.0006	131072	0.5707
03.01.2020 (Decrease-Market Sale)	500	0.0021	130572	0.5685
14.02.2020 Increase-Market Sale)	70	0.0003	130642	0.5688
At the end of the year	-	-	130642	0.5891
<b>6. Nimesh Piyush Mehta</b>				
At the beginning of the year	105413	0.4589	105413	0.4589
Date wise Increase / Decrease in Shareholding during the year				
28.02.2020 (Decrease-Market Sale)	1500	0.0065	103913	0.4524
At the End of the year	-	-	103913	0.4686
<b>7. Mahendra Girdharilal</b>				
At the beginning of the year	102300	0.4454	102300	0.4454
Date wise Increase / Decrease in Shareholding during the year	No change during the year			
At the End of the year	-	-	102300	0.4613



<b>8. Krishnaraj Venkataraman</b>				
At the beginning of the year	97707	0.4254	97707	0.4254
Date wise Increase / Decrease in Shareholding during the year	No change during the year			
At the End of the year	-		97707	0.4406
<b>9. Priyank Ashok Mehta</b>				
At the beginning of the year	81030	0.3528	81030	0.3528
Date wise Increase / Decrease in Share holding during the year				
3.05.2019 (Decrease-Market Sale)	10000	0.0435	71030	0.3092
10.05.2019 (Increase-Market Sale)	23540	0.1024	94570	0.4117
31.05.2019 (Decrease-Market Sale)	500	0.0021	94070	0.4096
27.09.2019 (Decrease-Market Sale)	500	0.0021	93570	0.4074
01.11.2019 (Decrease-Market Sale)	1000	0.0043	92570	0.4030
10.01.2020 (Increase-Market Sale)	65	0.0002	92635	0.4033
17.01.2020 (Increase-Market Sale)	130	0.0005	92765	0.4039
31.01.2020 (Increase-Market Sale)	32	0.0001	92797	0.4040
At the end of the year	-		92797	0.4185
<b>10. Aruna Shah</b>				
At the beginning of the year	101000	0.4049	101000	0.4049
Date wise Increase / Decrease in Shareholding during the year				
3.05.2019 (Decrease-Market Sale)	10000	0.0435	91000	0.3962
At the end of the year	-		91000	0.4104

(v) **Shareholding of Directors and Key Managerial Personnel:**

Name	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1. Mr. Rashesh Manhar Bhansali</b>				
At the beginning of the year	10000000	43.5426	10000000	43.5426
Date wise Increase / Decrease in Shareholding during the year	No change during the year			
At the end of the year	-	-	10000000	45.0959
<b>2. Anmol Rashesh Bhansali</b>				
At the beginning of the year	3303428	14.3839	3303428	14.3839
Date wise Increase / Decrease in Shareholding during the year				
02-04-2019 (Increase) (Open Market)	26572	0.1157	3330000	15.0620
19-03-2020 (Increase) (Open Market)	5489	0.0247	3335489	15.0417
25 & 26 -03-2020 (Increase) (Open Market)	4511	0.0203	3340000	15.0620
At the end of the year	-	-	3340000	15.0620

Name	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>3. Mr. Ajay M. Khatlawala (Director)</b>				
At the beginning of the year	1000	0.0040	1000	0.0040
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No change during the year			
At the end of the year	-	-	1000	0.0043
<b>4. Dr. R. Srinivasan (Director)</b>				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No change during the year			
At the end of the year	-	-	-	-
<b>5. Mrs. Tulsi Gupta (Director)</b>				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No change during the year			
At the end of the year	-	-	-	-
<b>6. Mr. Pannkaj C Ghadiali (Director)</b>				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No change during the year			
At the end of the year	-	-	-	-
<b>7. Mrs. Darshana Faldu (CFO)</b>				
At the beginning of the year	1	0.0000	1	0.0000
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No change during the year			
At the end of the year	-	-	1	0.0000
<b>8. Mr. Pankaj Parkhiya (Company Secretary)</b>				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer /bonus/ sweat equity etc):	No change during the year			
At the end of the year	-	-	-	-

# Goldiam International Limited

## V. Indebtedness

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

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	691.55	-	-	691.55
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>691.55</b>	<b>-</b>	<b>-</b>	<b>691.55</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	1111.55	-	-	1111.55
• Reduction	(1424.77)	-	-	(1424.77)
<b>Net Change</b>	<b>(313.22)</b>	<b>-</b>	<b>-</b>	<b>(313.22)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>378.33</b>	<b>-</b>	<b>-</b>	<b>378.33</b>

## VI. Remuneration of Directors and Key Managerial Personnel

### A. Remuneration to Managing Director, Whole-time Directors

(₹ in lakhs)

Particulars of Remuneration (p.a.)	Mr. Rashesh M. Bhansali (Executive Chairman) p.a.	Mr. Anmol Rashesh Bhansali (Whole-Time Director)	Total Amount
<b>Gross salary</b>			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	120.00	49.50	169.50
(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	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
<b>Commission</b>			
- as % of profit	23.58	94.08	117.66
- others	-	-	-
Others	-	-	-
<b>Total</b>	<b>143.58</b>	<b>143.58</b>	<b>287.16</b>

## B. Remuneration to other directors:

(₹ in lakhs)

Particulars of Remuneration (p.a.)	Name of Directors			Total Amount
	Mr. Ajay M. Khatlawala	Dr. Raghvachari Srinivasan	Mr. Pannkaj C Ghadiali	
<b>Independent Directors</b>				
• Fee for attending board/ committee meetings (Excluding Independent Directors meeting)	1.80	1.80	1.80	5.40
• Commission	-	-	-	-
• Others	-	-	-	-
<b>Total</b>	<b>1.80</b>	<b>1.80</b>	<b>1.80</b>	<b>5.40</b>
<b>Non-Executive Non-Independent Director</b>	<b>Mrs. Tulsi Gupta</b>			
• Fee for attending board / committee meetings		1.00		1.00
• Commission		-		-
• Others		-		-
<b>Total</b>		<b>1.00</b>		<b>1.00</b>

Sitting fee of ₹ 20,000/- paid to each director for attending Independent Directors Meeting.

## C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

(₹ in lakhs)

Particulars of Remuneration (p.a.)	Key Managerial Personnel		Total Amount
	Company Secretary	CFO	
	Mr. Pankaj Parkhiya	Mrs. Darshana Faldu	
<b>Gross salary</b>			
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9.47	11.91	21.38
(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	-	-	-
Stock Option	-	-	-
Sweat Equity	-	-	-
Commission			
- as % of profit	-	-	-
- others	-	-	-
Others	-	-	-
<b>Total</b>	<b>9.47</b>	<b>11.91</b>	<b>21.38</b>

## VII. Penalties / Punishment/ Compounding of Offences:

During the year there were no penalties, punishment, compounding charges paid by the company.

(₹ in lakhs)

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority [RD/ NCLT/Court]	Appeal made, if any (give details)
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>Other Officers in Default</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

## **ANNEXURE - B**

### **NOMINATION AND REMUNERATION POLICY**

#### **1. INTRODUCTION:**

This policy has been formulated by the Nomination & Remuneration Committee and approved & adopted by the Board of Directors.

#### **2. OBJECTIVE OF THE COMMITTEE:**

The Committee shall:

- a. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of Directors, key managerial personnel and other employees.
- b. Formulate of criteria for evaluation of Independent Director and the Board.
- c. Devise a policy on Board diversity.
- d. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- e. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

#### **3. DEFINITIONS:**

- 3.1 **Board** means Board of Directors of the Company.
- 3.2 **Director** means Directors of the Company.
- 3.3 **Committee** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- 3.4 **Company** means Goldiam International Limited.
- 3.5 **Independent Director** means Independent Director as provided under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015/2018 (as may be amended from time to time) (hereinafter referred "Listing Regulations") and/or under section 149 of the Companies Act, 2013.
- 3.6 **Key Managerial Personnel** means Key Managerial Personnel as defined under Section 2(51) of the Companies Act, 2013.
- 3.7 **Senior Management** The expression "senior management" means personnel of the company who are members of its core management team excluding Board of Directors, comprising all members of management one level below the chief executive officer /managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the Board) and company secretary and chief financial officer.
- 3.8 **Subsidiary Company** means Subsidiary Company as defined under Section 2(87) of the Companies Act, 2013.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 or rules made thereunder, as may be amended from time to time shall have the meaning respectively assigned to them therein.

#### **4. GENERAL APPOINTMENT CRITERIA:**

- 4.1 The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- 4.2 The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Regulations or any other enactment for the time being in force.
- 4.3 The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Regulations or any other enactment for the time being in force.

#### **5. ADDITIONAL CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS:**

The appointment of Independent director shall be governed as per the provisions of Regulation 16 of Listing Regulations (as amended from time to time) and the Companies Act, 2013.

## **6. TERM / TENURE:**

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time, and as per Listing Regulations.

## **7. REMOVAL:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

## **8. CRITERIA FOR EVALUATION OF INDEPENDENT DIRECTOR AND THE BOARD:**

Following are the Criteria for evaluation of performance of executive directors, non-executive directors (including Independent Directors) and the Board (including Committees):

### **8.1 Executive Directors:**

The Executive Directors shall be evaluated on the basis of performance of the Company, targets/Criteria as may be given to executive Directors by the board from time to time.

The Independent Directors shall take the views of the executive directors and non-executive directors to review the performance of the Chairman of the Company.

### **8.2 Non -Executive Directors (including Independent Directors):**

The Non Executive Directors (including Independent Directors) shall be evaluated on the basis of the following criteria i.e. whether they:

- a. act objectively and constructively while exercising their duties;
- b. exercise their responsibilities in a bona fide manner in the interest of the Company and various stakeholders;
- c. devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- d. do not abuse their position to the detriment of the Company or its Shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- e. refrain from any action that would lead to loss of his independence (in case of independent director).
- f. inform the Board immediately when they lose their independence (in case of independent director).
- g. assist the company in implementing the best corporate governance practices.
- h. strive to attend all meetings of the Board of Directors and the Committees;
- i. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- j. strive to attend the general meetings of the Company
- k. keep themselves well informed about the Company and the external environment in which it operates;
- l. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- m. abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.
- n. provide various directions in the best interest of the Company on key issues

Apart from aforesaid criteria, the Non-Executive Directors (including Independent Directors) shall be evaluated on any other criteria as the Board/Committee/Independent Directors as they deemed proper from time to time.

### **8.3 Board (Including Various Committees):**

The Board (including various committees) shall be evaluated on the basis of the following criteria i.e. whether:

- a. the Board Ensure the integrity of financial information and robustness of financial and other controls.
- b. the Board oversees the management of risk and review the effectiveness of risk management process.
- c. the Board of directors works as a team.
- d. the Board is robust in taking and sticking to decisions.
- e. the Board as a whole up to date with latest developments in the regulatory environment and the market.

- f. sufficient board and committee meetings, of appropriate length, being held to enable proper consideration of issues.
- g. the relationships and communications with shareholders are well managed.
- h. the relationships and communications within the board constructive.
- i. all directors are allowed or encouraged to participate fully in board discussions.
- j. the board take the Initiative to maintain moral value of the Company
- k. the board contribute to enhance overall brand image of the Company

Apart from aforesaid criteria, the Board (including Committees) shall be evaluated on any other criteria as the Board/Committee/Independent Directors as they deemed proper from time to time.

## **9. POLICY ON BOARD DIVERSITY:**

The appointment of director(s) on the Board should be based on merit that complements and expands the skills, experience and expertise of the Board as a whole, taking into account gender, age, professional experience and qualifications, educational background, and any other factors that the Board might consider relevant and applicable from time to time towards achieving a diverse Board.

The Nomination & Remuneration Committee is (among other things) responsible for reviewing the structure, size and composition of the Board and the appointment of new directors of the Company from time to time to ensure that it has a balanced composition of skills, experience and expertise appropriate to the requirements of the business of the Company, with due regard to the benefits of diversity on the Board.

## **10. REMUNERATION:**

10.1 The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval.

The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

10.2 Director/ Managing Director

Besides the above Criteria, the Remuneration/ compensation/ commission etc. to be paid to Director/ Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as may be amended from time to time or any other enactment for the time being in force.

10.3 Non executive Independent Directors

The Non- Executive Independent Director may receive remuneration by way of sitting fees as decided by the Board from time to time for attending meetings of Board or Committee thereof; Provided that the amount of such fees shall not exceed the ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder as may be amended from time to time or any other enactment for the time being in force;

10.4 KMPs / Senior Management Personnel etc.

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder as may be amended from time to time or any other enactment for the time being in force.

10.5 Other employees:

Without prejudice to what is stated in para 10.1 to 10.4, the remuneration to be paid to the other employees shall be decided by the management of the Company based on the experience, qualification, expertise of the employees or any other criteria as may be decided by the Management.

## **11. SUCCESSION PLANNING**

The Nomination & Remuneration Committee shall work with the Board on the leadership succession plan, and shall also prepare contingency plans for succession in case of any exigencies.

## **ANNEXURE - C**

Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**1. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:**

<b>Median remuneration of all the employees of the Company for the Financial Year 2020 (Amount in ₹)</b>	205773
<b>Number of permanent employees on the rolls of the Company as on March 31, 2020</b>	34

<b>Name of Director</b>	<b>Ratio of remuneration to median remuneration of all employees</b>	<b>% increase in remuneration in the Financial Year 2019-20</b>
Mr. Rashesh M. Bhansali - Executive Chairman	70	(1.72)
Mr. Anmol R. Bhansali - Whole Time Director	70	380.52

**Notes:**

- a. The ratio of remuneration to the median remuneration is based on the remuneration paid during the period April 1, 2019 to March 31, 2020.
- b. The Company has not paid any remuneration to its Non Executive and Independent Directors except sitting fees for attending Board and Board Committees meeting.

**2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

<b>Name of Director/KMP</b>	<b>% increase in remuneration in the Financial Year 2019-20</b>
Mr. Anmol Rashesh Bhansali	380.52%
Mr. Pankaj Parkhiya, Company Secretary	Nil
Mrs. Darshana Faldu, CFO	Nil

**3. Percentage increase/decrease in the median remuneration of employees in the Financial Year 2019-20:**

<b>Median remuneration in Financial Year 2018-19</b>	<b>Median remuneration in Financial Year 2019-20</b>	<b>% Increase</b>
₹ 2,49,845/-	₹ 2,05,773/-	-17.64

**4. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The average percentile decreased in the salaries of the employees other than the managerial person is -18.33% while percentile increase in the Managerial Remuneration is 63.18%. Average decreased in the remuneration of the employees other than the Managerial Personnel is mainly because of strength of employees increased during the year under review.

**5. Affirmation that the remuneration is as per the remuneration policy of the company:**

Remuneration paid during the year ended March 31, 2020 is as per Remuneration policy of the Company.

**6. The information required under section 197 of the Act read along with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory amendments, modifications, if any are given below:**



Remuneration of top ten employees of the Company:-

Employee Name	Designation	Nature of Employment whether contractual or otherwise	Educational Qualification	Age	Experience (in years)	Date of joining	Gross Remuneration paid (in ₹ Lakhs)	Previous Employment and Designation	% of Equity held by employee in the Company within the meaning of Clause (iii) of Sub-rule 2	Whether any such employee is a relative of any director or manager of the Company, and if so, name such director/manager
Greetanjali S. Mooliy	Merchandiser	Contractual	Diploma in Jewellery Designing	52	30 Years	17/10/2014	26.56	Gemesis lab created Diamonds (Merchandiser)	-	NA
Darshana Faidu	Chief Financial Officer	Permanent	C.A. T.Y.B.com	31	8 Years	01/01/2013	11.91	M/s.Rex & George (Sr. Accountant)	-	NA
Jinesh K. Mehta	Diamond Buyer	Contractual	B.com	47	28 Years	01/01/2009	11.44	Manager Assorting	0.00	NA
Pamir B. Bhavsar	Manager Assorting	Contractual	H.S.C.	45	26 Years	03/02/2016	11.06	Shrenuj & co.(Sr. Manager Diamond Dept.)	-	NA
Ketul O. Sukhadia.	Diamond-Buyers	Permanent	Under Graduate	47	30 Years	01/04/2015	10.77	M/s. M. R. Bhansali	0.00	NA
Amish Rohit Mehta	Production-Manager	Permanent	T.Y.B.com	45	15 Years	07/01/2019	13.43	Diagold Designs Ltd	-	NA
Pankaj J. Parkhiya	Company Secretary & Compliance Officer	Permanent	C.S. LLB T.Y.B.com	32	8 Years	10/08/2015	10.85	The Ruby Mills Ltd. (CS & Compliance Officer)	-	NA
Seema B. Meghani	Hardware Manager	Contractual	Diploma in Electronics Engineering	53	13 Years	01/04/2015	12.46	PCS Ltd (Sr. Hardware Specialist)	0.11	NA
Nishith S. Shah	Diamond-Buyers	Permanent	S.S.C	38	16 Years	01/11/2015	8.81	Formost Jewels	-	NA
Bhavesh S. Meghani	Manager-Works	Permanent	T.Y.B.com	57	33 Years	01/01/2010	12.14	Goldiam (Manager Works)	0.00	NA

None of the employee has received remuneration exceeding the limit as stated in rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## **ANNEXURE - D**

### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**GOLDIAM INTERNATIONAL LIMITED**  
Gems & Jewellery Complex  
M I D C SEEPZ  
Mumbai-400096.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Goldiam International Limited ("the Company") The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also 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 March 31, 2020, complied with the Statutory provisions listed hereunder and also that the company has proper Board-processes and compliance- Mechanism in place to the extent and in the manner reported hereinafter.

We have examined the Registers, books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of-

- (i) The Companies Act, 2013 the and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made under that Act;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed under that act;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent of Foreign Direct Investment (FDI), Overseas direct Investment (ODI), and External Commercial Borrowings (ECB);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI'):-
  - (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;
  - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
  - (e) 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;

Following Regulations and/or Guidelines are not applicable to the Company for Financial year ended 31st March, 2020:

- The Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2018;
  - The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - 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;
  - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (vi) The Equity Listing Agreements with BSE Limited and National Stock Exchange of India Limited;

(vii) The Labour laws applicable to the Company viz.:-

- Factories Act, 1948;
- Industrial Disputes Act, 1947;
- The Payment of Wages Act, 1936;
- The Minimum Wages Act, 1948;
- Employees State Insurance Act, 1948;
- The Employees Provident fund and Misc. Provision Act, 1952;
- The Payment of Bonus Act, 1965;
- The Payment of Gratuity Act, 1972;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Maternity Benefit Act, 1961;
- The Child Labour Prohibition and Regulation Act, 1986;
- The Industrial Employment (Standing Orders) Act, 1946;
- The Employees Compensation Act, 1923;
- The Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013.

(viii) The Environmental Laws:-

- The Water (Prevention and Control of Pollution) Act, 1974;
- The Air (Prevention and Control of Pollution) Act, 1981.

(ix) Special Economic Zone Act, 2005

(x) Maharashtra Shop and Establishment Act, 1948.

(xi) Maharashtra Value Added Tax Act, 2002.

(xii) The Central Sales Tax Act, 1956.

(xiii) Maharashtra Professional Tax Act, 1975.

(xiv) Goods and Service Tax Act, 2017.

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

**We further report that** the Board of Directors is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views 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.

**We further report that** during the audit period the Company has not taken any actions/ events occurred having a major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

**For R. N. Shah & Associates  
Company Secretaries**

Place: Mumbai

Date: June 25, 2020

**(Rajnikant N. Shah)  
Proprietor  
FCS NO: 1629  
C P NO: 700**

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

## 'Annexure A'

To,  
The Members,  
**GOLDIAM INTERNATIONAL LIMITED**  
Gems & Jewellery Complex  
M I D C SEEPZ  
Mumbai-400096.

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

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

**For R. N. Shah & Associates**  
**Company Secretaries**

Place: Mumbai  
Date: June 25, 2020

**(Rajnikant N. Shah)**  
**Proprietor**  
**FCS NO: 1629**  
**C P NO: 700**

## **ANNEXURE - E**

### **SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2020**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

**GOLDIAM JEWELLERY LIMITED**

Unit No. G-10, 60-Floor, Gems & Jewellery Complex,

M I D C SEEPZ, Mumbai-400096.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Goldiam Jewellery Limited ("the Company") The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also 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 March 31, 2020, complied with the Statutory provisions listed hereunder and also that the company has proper Board-processes and compliance- Mechanism in place to the extent and in the manner reported hereinafter.

We have examined the Registers, books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of-

(xv) The Companies Act, 2013 the and the Rules made there under;

(xvi) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made under that Act;

(xvii) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent of Foreign Direct Investment (FDI), Overseas direct Investment (ODI), and External Commercial Borrowings (ECB);

(xviii) The Labour laws applicable to the Company viz.:-

- Factories Act, 1948;
- Industrial Disputes Act, 1947;
- The Payment of Wages Act, 1936;
- The Minimum Wages Act, 1948;
- Employees State Insurance Act, 1948;
- The Employees Provident fund and Misc. Provision Act, 1952;
- The Payment of Bonus Act, 1965;
- The Payment of Gratuity Act, 1972;
- The Contract Labour (Regulation and Abolition) Act, 1970;
- The Maternity Benefit Act, 1961;
- The Child Labour Prohibition and Regulation Act, 1986;
- The Industrial Employment (Standing Orders) Act, 1946;
- The Employees Compensation Act, 1923;
- The Sexual Harassment of Women at Workplace (Prevention, prohibition and Redressal) Act, 2013.

(xix) The Environmental Laws:-

- The Water (Prevention and Control of Pollution) Act, 1974;
- The Air (Prevention and Control of Pollution) Act, 1981.

(xx) Special Economic Zone Act, 2005

(xxi) Maharashtra Shop and Establishment Act, 1948.

(xxii) Maharashtra Value Added Tax Act, 2002.

(xxiii) The Central Sales Tax Act, 1956.

(xxiv) Maharashtra Professional Tax Act, 1975.

(xxv) Goods and Service Tax Act, 2017.

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

**We further report that**

The Board of Directors is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views 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.

**We further report that** during the audit period the Company has not taken any actions/ events occurred having a major bearing on the Company's affairs in pursuance to the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date : June 25, 2020

Place: Mumbai

**Deepak Rane**  
Practicing Company Secretary  
A.C.S. No. 24110  
Proprietor  
CP No. 8717

## **ANNEXURE - F**

### **BUSINESS RESPONSIBILITY REPORT**

#### **INTRODUCTION**

We at Goldiam International Limited have been committed to drive societal wellbeing, environmental conservation and economic development through our core business. We recognize the myriad of risks across the environmental, social and economic spheres that the world faces and strive to contribute to catalyzing positive change and sustainable development in a meaningful manner in our capacity.

We present to you our first Business Responsibility Report 2019-20 based on the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business, as notified by the Ministry of Corporate Affairs (MCA), Government of India. Our Business Responsibility Report includes our responses to questions on our performance and practices on key principles defined by Regulation 34(2)(f) of SEBI Regulations 2015, covering topics across environment, inclusive development, governance, and stakeholder relationships. Through this report we provide a holistic view of our performance in FY 2019-20.

#### **SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

1.	Corporate Identity Number (CIN) of the company	L36912MH1986PLC041203
2.	Name of the Company	Goldiam International Limited ("GIL")
3.	Registered address	Gems & Jewellery Complex, MIDC, SEEPZ, Andheri East, Mumbai-40096.
4.	Website	www.goldiam.com
5.	E-mail ID	investorrelations@goldiam.com
6.	Financial Year reported	2019-20
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Jewellery: NIC Code: 36911
8.	List three key products/services that the Company manufactures/provides (as in Balance Sheet)	Gold and Diamond studded Jewellery
9.	Total number of locations where business activity is undertaken by the Company	(a) Number of International locations: Nil. However, the Company has one wholly owned subsidiary 'Goldiam USA Inc. in USA and one Associate Company 'Goldiam H.K.' in Hong Kong. (b) Number of National locations: 2
10.	Markets served by the Company	International-USA, Europe and other countries

#### **SECTION B: FINANCIAL DETAILS OF THE COMPANY**

1.	Paid up capital (INR)	221749230
2.	Total Turnover (INR)	17280.66 lakhs
3.	Total profit after taxes (INR)	1904.21 lakhs
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of Profit after taxes (%)	₹50 lakhs
5.	List of activities in which expenditure in 4 above has been incurred	Promoting welfare and wellbeing of animals and also providing medical care in form of veterinary treatment and promoting health care (including preventive health care)

#### **SECTION C: OTHER DETAILS**

1. Does the Company have any Subsidiary Company/ Companies?

Yes

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)

No

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, more than 60%]

No

## SECTION D: BUSINESS RESPONSIBILITY (BR) INFORMATION

### 1. Details of Director/ Directors responsible for BR

a) Details of the Director/ Directors responsible for implementation of the BR policy/ policies

1. **DIN Number:** 00190097
2. **Name:** Mr. Rashesh M. Bhansali
3. **Designation:** Executive Chairman

b) Details of the BR Head

No.	Particulars	Details
1.	DIN Number (if applicable)	00190097
2.	Name	Mr. Rashesh M. Bhansali
3.	Designation	Executive Chairman
4.	Telephone Number	022-28292397
5.	E-mail ID	Investorrelations@goldiam.com

### 2. Principle-wise (as per NVGs) BR Policy/ policies

a) Details of compliance (Reply in Y/N)

Sr. No.	Particulars	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policies for #	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / International standards? If yes, specify? (50 words)	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*	Y*
4	Has the policy been approved by the Board? If yes, has it been signed by MD/owner/CEO/ Appropriate Board Director?	Y**	Y**	Y**	Y**	Y**	Y**	Y**	Y**	Y**
5	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	N	N	N	N	N	N	N	N	N
6	Indicate the link for the policy to be viewed online	All policies are shared directly with respective stakeholders. Some of these can be viewed on <a href="https://www.goldiam.com">https://www.goldiam.com</a>								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8	Does the company have in-house structure to implement the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent Audit/ evaluation of the working of this policy by an internal or external agency?	This one is our first BR for FY 2019-20; policy implementation will be reviewed in the subsequent reporting periods.								



(\*) – The policies have been developed as per the National Voluntary Guidelines on Social, Environment and Economic responsibilities of businesses published by the Ministry of Corporate Affairs, Government of India in 2011, the Companies Act, 2013 (“the Act”), SEBI Listing Regulations and other statutory requirements.

(\*\*) – All policies and policy statements have been approved by the Board.

(+) – All the policies can be viewed on <https://www.goldiam.com>

(++) – We have publishing our first BR in FY 2019-20; policy implementation will be reviewed in the subsequent reporting periods.

### 3. Governance related to BR

- a. Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

This year we have embarked on our business responsibility reporting journey with the vision of providing our stakeholders a holistic understanding of our performance on the economic, social and environmental front. As this is our first BR report, our BR performance will be reviewed annually moving forward. We believe that such an annual review of BR performance will play a crucial role in enabling enhanced performance and alignment of business with stakeholder needs year on year.

- b. Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

We are publishing our first BR report as part of our annual report disclosures which is published annually.

## SECTION E: PRINCIPLE-WISE PERFORMANCE

### Principle 1 (P1): Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Our people's integrity and fairness in organisational and business dealings is of utmost importance to all in GIL. As a responsible and leading organization, GIL does its business with utmost integrity. This is exemplified in our Values which are not just strong words. Not just a theory but a way of life. It's a collection of habits that should be reflected in our day-to-day behaviour. We have the following policies in place which form the foundation of our Company's commitment towards ethical conduct at all levels :

- **Code of Conduct** : GIL has its Code of Conduct which is applicable to all the employees of the Company. It does not extend to the suppliers/contractors/NGOs etc. It is a must for every employee in all of the business units to follow the values enshrined in the Code of Conduct in their day to day activities. All employees have to read and understand this Code and abide by it.
- **Whistle-Blower Policy** : This Policy is applicable to the Directors of the Company or a person who is in direct or indirect employment with the company who makes a protected disclosure under this policy. This Policy provides a platform to these stakeholders for making any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company and had provisions to ensure protection of the whistleblower against victimization for the disclosures made by him/her.
  1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?  
Yes. Our policies are primarily applicable for only our company.
  2. How many stakeholders' complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.  
We have not received any stakeholder complaints pertaining to ethics, transparency or accountability in the current reporting period. We encourage all our stakeholders to actively communicate with us so that we continually understand their perceptions of our company while they recognize our ethos of business ethics and responsibility.

### Principle 2 (P2): Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

The Company is engaged in the jewellery business and manufactures gold and diamond jewellery, which do not lose their physical properties and lustre with time. Jewellery is a fully recyclable product and can be exchanged with a new jewellery piece at any time.

The Company is committed to provide goods and services to customers that are safe and contribute to sustainability throughout their life cycle.

List up to 3 products or services whose design has incorporated social or environmental concerns, risks, and/or opportunities.

- Non cadmium jewellery: We have developed laser soldered jewellery which ensures that the jewellery is free from cadmium soldering. Removing the usage of cadmium has resulted in better environment and better health of the workers working on the jewellery.
- Lab-grown Diamond: The Company has introduced its first line of lab-grown diamond jewelry to current and potential new customers. We are among the first jewelry exporting companies to dive into manufacturing & distribution of the new age lab-grown diamond jewelry. Lab-grown diamonds cause little to no environmental damage, and they're more affordable as well. Lab-grown diamonds are higher purity ratings and are affordable than their natural counterparts.
- Caret purity: Each one of the pieces of our jewellery is hall marked as per BIS standards, which ensures that the consumers get the correct purity of gold which they are buying. This has ensured that the customers do not get inferior quality.

1. Does the company have procedures in place for sustainable sourcing (including transportation)?

Each vendor is viewed as a partner in the process of business growth, and also as enablers of mutual long term sustainable growth. The Company believes in investing time and effort in building mutually beneficial relationships. The business responsibility extends to the supply chain partners – the people from where the products are sourced from and the people to whom key processes are outsourced. Vendors are a part of the Company's family and their relationship with the Company is a reflection of the same.

We strive to align our procurement practices to the principles of sustainable sourcing to the extent possible in our capacity. At the core of this commitment is our vision to support and encourage local vendors and reduce our carbon footprint in this process by sourcing supplies from vendors located close to our office vicinity.

2. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Yes. Other than the basic raw material (Gold) GIL procures a large part of its requirements of goods and services from local and small producers. We constantly advice and guide the local and small producers for improving their capacity and capability.

3. Does the Company have mechanism to recycle products and waste? If yes, what is the percentage of recycling waste and products?

We do not produce any significant waste and all our products are recyclable because they are gold products.

### **Principle 3 (P3): Businesses should promote the wellbeing of all employees (GIL)**

The passion, dedication and hard work of our people are at the crux of our business success. Over the years we have been able to cultivate a vibrant workforce that thrives on creative ideation and collaboration. We focus on fostering a work culture that encourages diversity, inclusion and equal opportunity which are vital aspects to enable a collaboration oriented work environment.

We put forth dedicated efforts to fuel our employees' career growth while also ensuring their good health and wellbeing. We encourage our employees to embrace a proactive approach to maintaining good health and wellbeing.

1. Please indicate the total number of employees.

Thirty-Four employees as on March 31, 2020.

2. Please indicate the total number of employees hired on temporary/ contractual/casual basis.

An indicative number of the employees hired in contractual/temporary basis were Two hundred Eighteen, as on March 31, 2020.

3. Please indicate the number of permanent women employees.

Two women employees as on March 31, 2020.

4. Please indicate the number of permanent employees with disability.

Nil employees as on March 31, 2020.

5. Do you have an employee association that is recognized by management?  
No
6. What percentage of your permanent employees are a member of this recognized employee association?  
Not Applicable
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

The Company has adopted a Policy on Prevention of Sexual Harassment at Workplace and has internal committees to deal with concerns raised by employees.

During the financial year 2019-20, the Company had received following complaints:-

Category	No. of complaints during financial year	No. of complaints pending at the end of the financial year
Child Labour	NA	NA
Forced Labour/Involuntary Labour	NIL	NIL
Sexual Harassment	NIL	NIL

8. What percentage of employees were given safety & skill up-gradation training in the last year?  
30%

**Principle 4 (P4): Businesses should respect the interests of, and be responsive to the needs of all stakeholders, especially those who are disadvantage vulnerable, and marginalized.**

Yes. The Company has a Corporate Social Responsibility (CSR) Policy, which is guided by the philosophy of GIL and delineates the Company's responsibility as a responsible corporate citizen. The CSR Policy of the Company lays down the guidelines and mechanism to undertake programmes for social welfare and sustainable development of the community at large. The objective of the Policy is to enhance value creation by the Company in the communities in which it operates, through its conduct and initiatives, so as to promote sustained growth for the society and community. The Company ensures that its business is conducted in an economically, socially and environmentally sustainable manner, while recognising the interests of all its stakeholders.

- Has the company mapped its internal and external stakeholders?  
GIL takes into account the wellbeing of all individuals directly or indirectly associated with it, though a formal mapping of the internal and external stakeholders has not been conducted.
- Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders?  
While there has not been any formal identification of the disadvantaged stakeholders.
- Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable, and marginalized stakeholders? If so, provide details thereof, in about 50 words or so.

Yes. The Company provides equal opportunity to differently abled and women employees. The Company also believes in women empowerment by providing them more and more employment opportunities. The policies adopted and put in place by the Company, specifically – CSR Policy and Code of Conduct, defines the way ahead for the Company towards the contribution to be made to the society and the manner in which it will conduct itself.

**Principle 5 (P5): Businesses should respect and promote human rights.**

We are dedicated to safeguard the values of protection of Human rights of all our employees, partners and other stakeholders. We believe in the universal and fundamental nature of human rights and ensure each employee is aligned to this organizational belief. We have zero tolerance to harassment and discrimination of any sort. We also strictly prohibit child labor and forced labour. We treat any breach of these fundamental human rights very seriously within the organization and ensure timely and appropriate actions aligned to regulations if any incidence of breach comes to light.

- Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

Yes, our company policies and practices related to protection of human rights i.e. sexual harassment, child labor, etc. extends to all our stakeholders.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

There have been no stake holder complaints received in this category during the past financial year.

## **Principle 6 (P6): Business should respect, protect, and make efforts to restore the environment**

We recognize that we live in times when climate change, resource scarcity and pollution are realities and imminent risks in our lives. Aligned to our ethos of responsible stewardship we are committed to make meaningful contributions to environmental conservation efforts. We believe that environmental conservation efforts can anchor operational efficiencies and aid in identification of unique opportunities and synergies. We focus on harnessing the value presented by the transition to a more sustainable future and strive to be abreast with the dynamic developments in collective efforts and technologies that enable environmental conservation.

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others?

Our values and policies related to principle 6 extends to all our stakeholders.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.?

In its effort to address the climate change, the Company has adopted a number of initiatives to decrease its energy consumption and enhance energy efficiency at its properties, thereby reducing its greenhouse gas emissions.

3. Does the company identify and assess potential environmental risks?

No, but we have mechanisms in place to ensure business continuity during extreme weather events or unprecedented situations.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

No, the Company currently does not have any project related to Clean Development Mechanism.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc.? Y/N.

We have adopted LED lights in all our offices in our effort of enhancing energy efficiency of our premises.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes, our emissions and waste are within permissible limits.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Nil

## **Principle 7 (P7): Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

Our values of responsible stewardship and ethics guide our interactions in industry associations and forums. We ensure that we abide by our values of responsible conduct in our collaboration with industry peers.

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.

No

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas ( drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

No, in the current reporting period we have not engaged in any such advocacy/lobbying.

## **Principle 8 (P8): Businesses should support inclusive growth and equitable development**

We believe that we grow when societies and communities prosper. Over the past years we have been committed to contribute to the wellbeing of underserved sections of our society. Our CSR policy defines the vision, scope and objectives of our CSR activities which encompasses progress on the below mentioned principles set forth by the policy:

- Business should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised
  - Business should respect and promote human rights
  - Business work should towards equal development of society
  - Business should respect cultural ethnicity and dignity of individuals and foster positive relationship with the people in the areas where the Company operates
  - Business should provide development opportunities to local communities in a culturally appropriate manner, in consultation & cooperation with local government authorities and other stakeholders, as may be appropriate
  - Business should endeavor to develop local entrepreneurship and encouraging use of local goods, services and manpower to promote inclusive economic growth of local areas
1. Does the company have specified programs/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.  
Yes, The Company's initiatives and projects support inclusive growth. Please refer to CSR Report in [Annexure H](#) to the Board's Report.
  2. Are the programs/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?  
Please refer to the CSR Report which is annexed as [Annexure H](#) to the Board's Report in this Annual Report.
  3. Have you done any impact assessment of your initiative?  
We route our projects and the impact assessment of the projects through our partnering NGOs and social entrepreneurs with whom we collaborate for the implementation of the projects.
  4. What is your company's direct contribution to community development projects-Amount in INR and the details of the projects undertaken?  
During the financial year 2019-2020, the Company spent INR 50 lakhs towards CSR initiatives. Details of the projects are available in [Annexure H](#) to the Board's Report.
  5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community?  
We have put in our efforts to provide these facilities to the respective community, the adoption of these measures is taken care of by the respective institutions to whom we have provided the funds.

**Principle 9 (P9): Businesses should engage with and provide value to their customers and consumers in a responsible manner**

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year?  
We have received zero complaints from our customers this reporting year.
2. Does the company display product information on the product label, over and above what is mandated as per local laws?  
Not applicable
3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behavior during the last five years and pending as on end of financial year?  
There is no case against GIL during last five years, relating to unfair trade practices, irresponsible advertising and/or anti-competitive behaviour.
4. Did your company carry out any consumer survey/ consumer satisfaction trends?  
No

For and on behalf of the Board of  
**Goldiam International Limited**

Place : Mumbai

Date : June 25, 2020

**Rashesh Manhar Bhansali**  
Executive Chairman

**Anmol Rashesh Bhansali**  
Whole-time Director

## **ANNEXURE - G**

**Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors**

### **(A) Conservation of energy-**

The aim of your Company is to develop business while improving its environmental performance in order to create a more sustainable future. In order to achieve this, your Company continues to focus on measures for the conservation and optimal utilization of energy in all the areas of its operations. Factory is encouraged to consistently improve operational efficiencies, minimize consumption of natural resources and reduce water usage, energy usage and carbon emissions while maximizing production volumes.

- The steps taken or impact on Conservation of energy  
Following measures are continuously undertaken to conserve energy during the year under report:-
  - Use of maximum day lights
  - Running all machines at optimum speeds
  - Regular servicing of compressor, transformers and air-conditioners
- Energy Conservation Measures for utilization of alternate sources of energy
  - Energy optimization by installing Energy Efficient Lights
  - Energy optimization by reducing idle time of various equipment
- The Capital investment on energy conservation equipment
  - Conservation of energy is a continuous process and the expenditure is not specifically earmarked for the same and is debited to the generally manufacturing expenses.
- Additional investment and Proposals, if any, being implemented for reduction of consumption of energy:
  - Very old machines to be replaced by high speed machinery
  - Regular preventive maintenance measures to keep machines working effectively for longer time

### **(B) Technology Absorption and Innovation**

- Efforts made towards technology absorption, adaptation & innovation:  
The Company endeavors to keep itself abreast with the technical developments, innovations and trends in its line of business and constantly strives to incorporate the same in manufacturing jewellery.
  - Encouraging Technical staff to attend seminars, conference and exhibitions to acquire and adopt latest technology.
  - Subscribing to Technical magazines and inviting foreign expert for training to staff
  - Adoption of high end technology
- Benefit derived as a result of above
  - Cost reduction
  - Product development
  - Customer satisfaction
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

(a) Technology imported; (b) Year of import; (c) Has technology been fully absorbed; (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	The Company has not imported any technology
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# Goldiam International Limited

- Specification areas in which R & D carried out by the Company
  - New product Development keeping in mind green concepts.
  - Shortening process cycle for achieving Standardization.
  - Creating novel product concept and fashions.
  - Process standardization for consistent quality, meeting customer requirements.
- Benefits derived as a result of the above R & D
  - Reduction in energy consumption and wastages
  - Improvement in product marketability and business viability through consistent quality, lower cost and new products.
  - Meeting customer needs and in turn increased customer satisfaction.
  - Import substitution:
- Future plan of action
  - Increasing range of products
  - Development of new export
  - Reduction of energy consumption
  - Adopting more and more environ friendly process
- Expenditure on R & D
  - R&D is a continuous process and the expenditure is not specifically earmarked for the same and is debited to the generally manufacturing expenses.

## (C) Foreign exchange earnings and Outgo-

The Company's main line of business is manufacturing and exporting studded gold Jewellery. The Company has achieved Export Turnover of ₹14146.14 lakhs during the year under report 2019-2020, as compared to ₹ 16982.73 lakhs in the previous year 2018-2019.

(₹ in lakhs)

Sr. No.	Particulars	2019-2020	2018-2019
<b>1</b>	<b>Foreign Exchange Earned</b>		
	Export of Goods of F.O.B basis	14146.14	15478.99
<b>2</b>	<b>Outgo of Foreign Exchange</b>		
	i) Raw Materials	1335.63	5,005.81
	ii) Consumable Store	33.82	23.08
	iii) Capital Goods	-	31.68
	iv) Foreign Travels	12.83	12.21
	v) Others	30.36	55.30
	vi) Dividend	-	44.88

## ANNEXURE - H

### The Annual Report on CSR activities

#### 1. A brief outline of the company's CSR policy:-

The Company's CSR vision is to make concerted efforts towards Promoting welfare and wellbeing of animals and also providing medical care in form of veterinary treatment.

Besides this, the Company may also undertake other CSR activities listed in Schedule VII of the Companies Act, 2013.

#### 2. Overview of projects or programs proposed to be undertaken:-

In accordance with the Company's CSR Policy and its vision, the Company participated in CSR activities with "Shree Sumati Jeev Raksha Kendra" NGOs under project name Jeevdaya and "Make-A-Wish Foundation of India" NGOs undertaking "promoting preventive health care" project

Details of the project are as follows:

"Jeevdaya" is focusing and promoting welfare and wellbeing of animals and also providing medical care in form of veterinary treatment.

"Make-A-Wish Foundation of India fulfils wishes of children between the ages of 3 and 18 years with life-threatening illness.

#### 3. Reference to the web-link to the CSR policy and project or programs.

The details of CSR are also uploaded on the website on following link <http://www.goldiam.com/download/policy/CSR%20Policy.pdf>.

#### 4. Composition of CSR Committee:

The present CSR Committee consists of the following directors:

1. Mr. Ajay M. Khatlawala, Chairman
2. Mr. Rashesh M. Bhansali, Member
3. Mrs. Tulsi Gupta, Member

#### 5. Average net profit of the company for last three financial years:-

Financial Year	Net Profit as per Section 198 of the Companies Act, 2013 (₹ in lakhs)
2015-2016	2403.02
2016-2017	1946.78
2017-2018	3146.21
Total Profit	7496.01
Average Net Profit	2498.67

#### 6. Prescribed CSR Expenditure (two per cent of the amount of Avg. Net Profit as in item 5 above)

₹ 49.97 Lakhs

#### 7. Details of CSR spent during the financial year

A. Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR project/ activity identified	Sector in which the Project is covered	Projects/ Programmes 1. Local area/others 2. Specify the state / district  (Name of the District/s, State/s where project/ programme was undertaken)	Amount (₹) outlay (budget) project/ programme wise	Amount (₹) spent on the project/ programme Subheads:		Cumulative (₹) spend upto to the reporting period.	Amount spent: Direct/ through implementing agency
					1. Direct expenditure on project,	2. Overheads		
1.	Promoting welfare and wellbeing of animals and also providing medical care in form of veterinary treatment under project named "Jeevdaya"	Animal Welfare	Rajasthan	40,00,000	40,00,000		40,00,000	Through implement agency "Shree Sumati Jeev Raksha Kendra"
2.	Promoting health care (including preventive health care)	Health care	Mumbai	10,00,000	10,00,000		10,00,000	Through implement agency "Make-A-Wish Foundation of India"
<b>Total</b>				<b>50,00,000</b>	<b>50,00,000</b>		<b>50,00,000</b>	

B. Amount unspent, if any; No

#### 8. Reasons for not spending the amount of two per cent of the average net profit of the last three financial years:-

Not applicable

Your Company endeavored to meet the budgeted expenditure by contributing in various eligible CSR activities and has committed to incur expenditure for CSR initiatives in the coming years through structured events or programs and projects and incur expenditure in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.



## MANAGEMENT DISCUSSION AND ANALYSIS

This report covers the operations and financial performance of the Company for the year ended March 31, 2020. The Company has two segments viz. jewellery manufacturing and investment activity. The contribution of Jewellery manufacturing segment to the total standalone turnover of the Company was 93.80% during the FY 2019-20 and residual portion was contributed by investment activity.

**Business Segment:- Gold, silver Jewellery and diamonds**

### INDUSTRY STRUCTURE AND DEVELOPMENTS:

India's gems and jewellery sector contributes about 15 per cent to India's total merchandise exports and employs over 4.64 million employees and is one of the largest in the world contributing 29 per cent to the global jewellery consumption. Gems and jewellery sector market size is expected to reach US\$ 100-110 billion by 2025.

India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country and also one of the fastest growing industries in the country, contributing around 7 per cent of the country's GDP. It is extremely export oriented and labour intensive.

During the Financial Year 2019-2020 the gems & jewellery sector gross exports contracted by 10.39 per cent to US\$ 35,595.20 million in financial year 2019-20 as compared to gross exports amounting to US\$ 39,722.92 million for the previous financial year, owing to demand slowdown in major markets, including the US. Whereas the total exports of cut and polished diamonds (CPD) were at US\$ 18,664.89 million in FY 2019-20 as against exports worth US\$ 23,817.49 in the previous financial year.

Total imports of gems and jewellery for the period amounted to US\$ 24,413.84 million as compared to imports of Gems and Jewellery products worth US\$ 26,568.85million in the previous fiscal; registering a fall of 8.11%

However, the gold jewellery exports registered a growth of 1.01 per cent growth to US\$ 12,039.79 million in FY19-20, against US\$ 11,919.76 million in FY18-19, while the exports of silver jewellery increased by 101.47 per cent to US\$ 1686.83 million in FY19-20 as compared to exports worth US\$ 837.26 in FY18-19.

On the other hand, imports of rough diamonds for the period under discussion amounted to US\$ 13,026.00 million as compared to imports of rough worth US\$ 15,724.23 million in the previous year.

### NOVEL CORONAVIRUS

An outbreak of a novel strain of the coronavirus, COVID-19, was identified in China and has subsequently been recognized as a pandemic by the World Health Organization. This coronavirus outbreak has severely restricted the level of economic activity around the world. In response to this coronavirus outbreak the governments of many countries, states, cities and other geographic regions have taken preventative or protective actions, such as imposing restrictions on travel and business operations and advising or requiring individuals to limit or forego their time outside of their homes. Given the uncertainty regarding the spread of this coronavirus, the related financial impact cannot be reasonably estimated at this time.

### OPPORTUNITIES:

In the coming years, growth in Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry.

In the Union Budget 2019-20, a proposal to cut down corporate tax of companies with annual revenues of up to ₹ 250 crore to 25 per cent is expected to lead to increased investment and employment generation in the gems and jewellery sector.

The Government has permitted 100 per cent Foreign Direct Investment (FDI) in the sector under the automatic route. Further as per Union Budget 2019-20, the GST rate has been reduced from 18 per cent to 5 per cent for services by way of job work in relation to gems and jewellery. The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018 to include a BIS mark, purity in carat and fitness, as well as the unit's identification and the jeweller's identification mark on gold jewellery. The move is aimed at ensuring stringent quality check on gold jewellery. The Government has made hallmarking mandatory for gold jewellery and artefacts and a period of one year is provided for its implementation (till January 2021).

The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

The Company looking for a new ventures and use improved technology for increasing its sales to satisfy the requirement of its customers.

## **THREATS:**

The Company is exposed to risk in exchange rate fluctuations as the Company is dependent on exports sales. However, the Company closely monitors and takes appropriate steps to reduce such risks.

Competition which has always been a challenge is countered by better quality and designs, branding, catering to changing customer demands/styles and cost control measures. Increasing prices of raw materials have affected and can affect the profit margins. However, the Company continuously thrives for improved production efficiency to counter this risk as far as possible.

## **RISKS AND CONCERNS:**

The nature of the Company's business exposes it to several inherent risks and concerns. The Company strives to closely monitor the risks and to mitigate them by adopting suitable, pragmatic strategies.

### **a) Bullion Risk:**

The volatility in the gold prices exposes the Company to bullion risk as gold forms approximately 30% to 50% of the cost of the finished product.

### **b) Raw Material Supplies Risk:**

Though India plays a dominant role in the Gems & Jewellery industry in terms of processing and consumption, mining of gold and diamond is amongst the lowest in the world.

India imports gold and rough diamonds along with other precious metals.

### **c) Currency Risk:**

Currency risk arises from exposure to foreign currencies and the volatility associated therewith. 100% of our exports have been transacted in US Dollars. While the Company hedges majority of its receivables, any sharp fluctuation in currency is likely to affect the cash flow of the Company as well as its profitability.

### **d) Geography Risk:**

Dependence on any geographic location makes the Company's business in that region vulnerable to the economic slowdown therein. While USA continues to be our prime export destination.

## **OUTLOOK:**

Financial Year 2020-21 has started on an uncertain note due to the lock-down on account of Covid -19. With the economy at a standstill, predicting the way demand across will pan out in for the current year is difficult. However we are focusing on refining our offerings and on making the requisite investments that will enable us to continue our growth journey.

## **INTERNAL CONTROL AND ITS ADEQUACY:**

The Company has proper and adequate systems of internal controls in order to ensure that all assets are safeguarded against loss from unauthorised use or disposition and that all transactions are authorised, recorded and reported correctly. Regular internal audits and checks are carried out to ensure that the responsibilities are executed effectively and that adequate systems are in place. The Management continuously reviews the internal control systems and procedures to ensure orderly and efficient conduct of business. The emphasis of internal control will be further strengthened across functions and processes, covering the entire gamut of activities including manufacturing, finance, supply chain sales & distribution, marketing etc. The Company has adopted Risk management policy.

## **FINANCIAL PERFORMANCE:**

During the financial year ended March 31, 2020, your Company recorded a consolidated turnover of ₹36450.79 as compared to the turnover of ₹44637.79 lakhs in the previous financial year ended March 31, 2019 thereby consolidated turnover reflects a degrowth of 18.34% over previous year. The consolidated Profit before tax and exceptional items were ₹6200.31 lakhs as against ₹6812.07 lakhs of the previous year resulted in degrowth of consolidated profit approximately by 24.66% over previous year. The consolidated Profit after tax stood at ₹4519.85 lakhs as compared to the profit of ₹4644.64 lakhs in the previous year.

The Company has achieved a standalone turnover of ₹16209.07 lakhs during the FY 2019-2020 as compared to ₹16982.73 lakhs during the previous year reflects a degrowth of 4.55% over the corresponding financial year ended March 31, 2019. The standalone profit after tax of the Company decreased by 2.74% from ₹1957.91 lakhs to ₹1904.21 lakhs in the current year.

## **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS:**

The Company considers its human resources as amongst its most valuable assets and continues to place emphasis on their development. It has been Company's constant endeavour to impart requisite training and thereby develop and hone the skills and talent of its personnel and enable them to realize their potential.

The overall Industrial Relations in the Company have been quite peaceful and cordial.

## **CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing Company's objective, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable securities 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, among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in Government regulations, tax laws, statutes and other incidental factors.

## REPORT ON CORPORATE GOVERNANCE

The Board of Directors of the Company present the Company's Report on Corporate Governance for the financial year ended March 31, 2020 in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations"), and any other amendments.

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

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behaviour and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company always endeavors to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it imperative to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate behaviours.

The Company understands that compliances of applicable legislations and timely disclosures enhance the image of the Company as a good corporate citizen in the Country.

### 2. BOARD OF DIRECTORS:

#### 2.1 Composition and Category of Directors

The Board of your Company has a good mix of Executive and Non-Executive Directors with half of the Board of the Company comprising of Independent Directors. As on date of this Report, the Board consists of six Directors comprising one Executive Chairman, one Whole-Time Director, three Independent Directors and one Non-Executive Non-Independent Director. The composition of the Board represents an optimal mix of professionalism, knowledge and experience and enables the Board to discharge its responsibilities and provide effective leadership to the business. The Non-executive Directors including Independent Directors on the Board are experienced, competent persons from the fields of manufacturing, banking, finance & taxation, law etc.

The composition of the Board also complies with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015.

The total Board strength comprises of the following as on March 31, 2020:-

Name of the Director	PAN & DIN	Category (Chairperson / Executive/Non-Executive/ Independent/Nominee)&	Date of Appointment in the current term/ cessation
Rashesh Manharbhai Bhansali	AABPB5614N 00057931	Executive Chairman	+01-02-2016
Raghavachari Srinivasan	AAQPS5847R 00003968	Independent Director	++27-09-2017
Ajay Manharlal Khatlawala	AABPK9296R 00124042	Independent Director	+++24-09-2018
Tulsi Gupta	AWYPB1936G 06905143	Non-executive Non-Independent Director	12-08-2016
Pannkaj C Ghadiali	AAAPG8956D 00003462	+++24-09-2018	++++12-11-2016
Anmol Rashesh Bhansali	BUDPB9490D 07931599	Whole-time Director	+++++25-11-2017

+ The Board of Directors of the Company at its Meeting held on November 25, 2017 re-designated Mr. Rashesh M. Bhansali, Vice-Chairman and Managing Director as an Executive Chairman of the Company for remaining tenure i.e. upto January 31, 2021 pursuant to recommendation of Nomination and Remuneration Committee.

- ++ Dr.Raghavachari Srinivasan was appointed as Independent Director at the 30th Annual General Meeting held on September 27, 2017 for second term of Four(4) years with effect from September 27, 2017.
- +++ Mr.Ajay Manharlal Khatlawala re-appointed as Independent Director at the 31st Annual General Meeting held on September 24, 2018 under provisions of Companies Act, 2013 for the period of 5 years.
- ++++Mr.Pannkaj C Ghadiali was appointed as Independent Director at the 30th Annual General Meeting held on September 27, 2017 for First(1) term of Five(5) years with effect from November 12, 2016.
- +++++ Mr.Anmol Rashesh Bhansali appointed as a Whole-time Director for the period of 5 years with effect from November 25, 2017 at 31st Annual General Meeting of the Company held on September 24, 2018.

The Chairman of the Board of Directors is an Executive Director.

## 2.2 Appointment and Tenure

As regards the appointment and tenure of Independent Directors, following is the policy adopted by the Board:

- The Company has adopted the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and Listing Regulations.
- The Independent Directors will serve a maximum of two terms of five years each.
- The Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by provisions of the Companies Act, 2013 and Listing Regulations.

## 2.3 Board Independence

Our definition of 'Independence' of Directors is derived from Section 149(6) of the Companies Act, 2013 and Regulation 16 of Listing Regulations. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, all Non-Executive Directors other than Mrs.Tulsi Gupta are Independent.

## 2.4 Certificate of non-disqualification of directors

A certificate has been received from R.N. Shah & Associates, Practising Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

## 2.5 Board Procedures and flow of information

The Nomination and Remuneration Committee have approved a Policy for the Selection, Appointment and Remuneration of Directors. In line with the said Policy, the Committee facilitate the Board in identification and selection of the Directors who shall be of high integrity with relevant expertise and experience so as to have well diverse Board.

## 2.6 Meetings, agenda and proceedings etc. of the Board Meeting

During the year ended March 31, 2020, the Board of Directors had Four (4) meetings. These were held on May 23, 2019, August 12, 2019, November 9, 2019 and February 12, 2020. The Annual General Meeting (AGM) was held on September 25, 2019.

The attendance record of the Directors at the Board Meetings during the year ended on March 31, 2020 and at the last AGM is as under:-

Director	DIN	No. of Board Meetings attended	Last AGM Yes/No/NA
Mr. Rashesh M. Bhansali	00057931	4 of 4	Yes
Mr. Ajay M. Khatlawala	00124042	4 of 4	Yes
Dr. R. Srinivasan	00003968	4 of 4	Yes
Mr. Pannkaj C Ghadiali	00003462	4 of 4	Yes
Mr. Tulsi Gupta	06905143	4 of 4	Yes
Mr. Anmol R. Bhansali	07931599	4 of 4	Yes

## 2.7 Quorum:

The quorum of the Board has been adopted pursuant to Regulation 17(2A) of the Listing Regulations, i.e. the quorum of a Meeting of the Board of Directors shall be one-third of the total strength of the Board or three directors, whichever is higher, including at least one independent director.

## 2.8 Separate Meeting of Independent Directors:

As stipulated by the Code of Independent Directors under Companies Act, 2013 and the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on March 20, 2020 to review the performance of Non-independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timelines of the flow of information between the Management and the Board and its' Committees which is necessary to effectively and reasonably perform and discharge their duties.

## 2.9 Agenda

The Board of Directors is responsible for the management of the business of the Company and meets regularly for discharging its role and functions.

The Board of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of provisions of Companies Act, 2013 read with rules thereunder and SEBI Listing Regulations.

Detailed Agenda are circulated to the Directors in an advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

## 2.10 Other Directorships etc.:

None of the Directors is a Director in more than ten Public Limited companies or act as an Independent Director in more than seven listed companies. An Executive Director does not serve as Independent Director on any listed company. Further, none of the Director acts as a member of more than ten committees or acts as a chairman of more than five committees across all public limited companies in which he is a Director.

The details of the Directorships, Chairmanships and the Committee memberships in other Companies (excluding Private Limited companies, Foreign companies and Section 8 Companies) held by the Directors as on March 31, 2020 are given below:-

Name of Director	*Number of Directorship(s) held in other Indian public limited Companies	Details of Directorships in other listed entities	**Committees Positions	
			Committee Chairmanship	Committee Membership
Mr. Rashesh M. Bhansali	2	-	Nil	1
Mr. Ajay M. Khatlawala	2	-	1	Nil
Dr. R. Srinivasan	2	Independent Director in:- 1. J. Kumar Infraprojects Limited	1	1
Mrs. Tulsi Gupta	Nil	-	Nil	Nil
Mr. Pannkaj C Ghadiali	1	Independent Director in Balkrishna Industries Limited	1	1
Mr. Anmol Rashesh Bhansali	1	-	Nil	Nil

\* Includes Directorships of Indian public limited companies other than Goldiam International Limited

\*\* Includes only Audit and Stakeholder Relations Committees of Public Limited Companies other than Goldiam International Limited.

## 2.11 Relationship between Directors inter-se:

Mr. Anmol Rashesh Bhansali, Whole-time Director of the Company is a son of Mr. Rashesh M. Bhansali, Executive Chairman. Mrs. Tulsi Gupta, Non-Executive Non-Independent Director is a daughter of Mr. Rashesh M. Bhansali.

## Details of shares held by Non-executive Directors in the Company:

Name of Director	No. of shares held as on March 31, 2020
Mr. Ajay M. Khatlawala	1000

### 2.12 Core Competence:

In terms of the requirement of the Listing Regulation, the Board has identified the skills/expertise/competencies fundamental for the effective functioning of the Company, which are currently available with the Board and the names of directors who possess such skills/expertise/competence.

In the table below, specific areas of focus or expertise of individual Board members have been highlighted, however, the absence of a mark against a member's name does not necessarily mean that the member does not possess the corresponding qualification or skill.

Name of Director	Area of expertise					
	Finance and Accounting	Corporate Governance and professional skills and knowledge including legal and regulatory	Manufacturing, Sales & Marketing of jewellery	Board & Executive Management	International Business Experience	General Administration
Rashesh Manhar Bhansali	✓		✓	✓	✓	✓
Dr. R. Srinivasan	✓	✓		✓		
Ajay Khatlawala	✓	✓		✓		✓
Pannkaj C Ghadiali	✓	✓		✓		✓
Tulsi Gupta			✓		✓	✓
Anmol Rashesh Bhansali	✓		✓		✓	✓

### 2.13 Familiarisation Programme for Independent Directors:

Each Independent Director is familiarized with the Company, their roles, rights in the Company, nature of the industry in which the Company operates, business model of the Company, etc. from time to time. The Company makes consistent efforts to acquaint the Board with the overall business performance. Further, they are periodically updated on material changes in regulatory framework and its impact on the Company.

Moreover, when new Director(s) are inducted on the Board, an information pack is handed over to them which includes, Company profile, Company's Codes and Policies and such other operational information which will enable them to understand the Company and its business(es) in a better way.

The details of such familiarisation program can be accessed from the company's website [www.goldiam.com](http://www.goldiam.com).

### 2.14 GOVERNANCE OF SUBSIDIARY COMPANIES:

The minutes of the Board Meetings of the subsidiary companies along with the details of significant transactions and arrangements entered into by the subsidiary companies are shared with the Board of Directors on a quarterly basis. The financial statements of the subsidiary companies are presented to the Audit Committee.

## 3. COMMITTEES OF THE BOARD

### 3.1 AUDIT COMMITTEE

The Board has constituted a well-qualified Audit Committee. Majority of Directors are Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary acts as secretary to the committee.

## Composition and Meeting:

The Audit Committee had 4 meetings during the year 2019-20. The attendance of each committee members were as under:-

Name of the Member	Category	No. of Meetings Attended
Mr. Ajay M. Khatlawala	Chairman-Independent	4
Dr. R. Srinivasan	Member-Independent	4
Mr. Rashesh M. Bhansali	Member-Executive Director	4
Mr. Pannkaj C Ghadiali	Member-Independent	4

Mr. Ajay M. Khatlawala, Chairman of Audit Committee was present at the last Annual General Meeting to answer the shareholders queries.

## Terms of Reference:

The terms of reference of the Audit Committee are as per the guidelines set out in the listing regulation read with section 177 of the Companies Act, 2013.

The terms of reference of the Audit Committee are broadly as under:-

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and terms of appointment of auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing with the management quarterly, half-yearly, nine-months and annual financial statements, standalone as well as consolidated, before submission to the Board for approval;
- Reviewing, with the management, the annual financial statements and auditors report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications and Modified opinion(s) in the draft audit report.
  - h. Compliance with accounting standards;
  - i. Contingent liabilities;
  - j. Claims against the Company and their effect on the financial statements; the term "financial statement" shall have the meaning ascribed to such term under Section 2(40) of the Companies Act, 2013;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertaking or assets of the Company, wherever it is necessary.
- Evaluation of internal financial control and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- Discussion with internal auditors any significant findings and follow up there on.
- Reviewing and approving yearly management representation letters to the statutory auditors
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.



- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the whistle blower mechanism.
- Approval of appointment of CFO (i.e., the Chief Financial Officer or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Reviewing the financial statements of the unlisted subsidiary companies.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding INR 100 crore or 10% of the asset size of the subsidiary, whichever is lower
- The Audit Committee also reviews the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions submitted by management;
  - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the Chief internal auditor.
- Review compliance with provisions of Securities Exchange Board of India (Prevention of Insider Trading) Regulation, 2015 (including any amendment or modification from time to time) at least once in a financial year and shall verify that the systems for internal controls for ensuring compliance to these Regulations, are adequate and are operating effectively; and
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### 3.2 NOMINATION & REMUNERATION COMMITTEE:

#### Composition and Attendance at the Meeting

The Nomination & Remuneration Committee comprises of the members as stated below. The Committee during the year ended March 31, 2020 had 2 meetings. The attendance of the members were as under:-

Name of the Member	Category	No. of Meetings Attendance
Mr. Ajay M. Khatlawala	Independent Director-Chairman	2
Dr. R. Srinivasan	Independent Director	2
Mr. Pannkaj C Ghadiali	Independent Director	2

#### Term of Reference:

The broad terms of reference of the Nomination and Remuneration Committee are:

The Committee is empowered to –

- To formulate the criteria for determining qualifications, positive attributes and independence for appointment of a Director and recommend to the Board, policies relating to the remuneration of the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of all the Directors on the Board;
- To devise a policy on Board diversity; and
- 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.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

The Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 has been published as an Annexure B to the Board's Report.

#### Details of Remuneration Paid to the Directors in 2019-20:

- Remuneration to Directors:

The Non-executive Directors are paid sitting fees of ₹ 20,000/- per meeting for attending the Board, Audit Committee, Independent Directors meetings and ₹10,000/- per meeting for attending Nomination and Remuneration Committee

Meetings. The CSR Committee, Share Transfer Committee and Stakeholder Relationship Committee members have unanimously decided not to accept any sitting fees for the said committees meeting to be attended by them.

(₹ in lakhs)

Name	Salary	Bonus	Other perks	Commission	Total
Mr. Rashesh M. Bhansali	120.00	Nil	Nil	23.58	143.58
Mr. Anmol Rashesh Bhansali	47.00	Nil	Nil	94.08	143.58

- Remuneration paid to Non-Executive Directors:

Name	Sitting Fees (₹ in lakhs)	No. of Shares held
Mr. Ajay M. Khatlawala	1.80	1,000
Dr. R. Srinivasan	1.80	Nil
Mrs. Tulsi Gupta	1.00	Nil
Mr. Pannkaj C Ghadiali	1.80	Nil

### 3.3 SHARE TRANSFER COMMITTEE/ STAKEHOLDER RELATIONSHIP COMMITTEE:

The Board of Directors of the Company has constituted the Share Transfer and Stakeholders Relationship Committee in conformity with and keeping a good balancing with the requirements under provisions of Companies Act, 2013 and provisions of Listing Regulation.

The Share Transfer Committee has been constituted under the Chairmanship of Mr. Ajay M. Khatlawala with Mr. Rashesh M. Bhansali and Mrs. Tulsi Gupta as the other members in order to provide quality and efficient services to the investors.

The Stakeholder Relationship Committee (earlier Shareholder/ Investor Grievance Committee) has been constituted under the Chairmanship of Dr. R. Srinivasan with Mr. Rashesh M. Bhansali and Mr. Ajay M. Khatlawala as members to consider and review shareholders'/investors' grievances and complaints and to ensure that all shareholders'/investors' grievance and correspondence are attended to expeditiously and satisfactorily unless constrained by incomplete documentation and/ or legal impediments.

#### Shareholder/ Investor Service:

Shareholders/ Investors Service are handled by the Company Secretary who provides timely services.

#### Name & Designation of the Compliance Officer:

Mr. Pankaj Parkhiya, Company Secretary and Compliance Officer.

The detailed particulars of investors' complaints handled by the Company and its Registrar and Share Transfer Agent during the year are as under:-

Nature of Complaints	Opening	Received during the Year	Resolved	Pending Resolution
Non Receipt of Dividend	Nil	5	5	Nil
Non Receipt of Annual Report	Nil	2	2	Nil
Letters from SEBI / Stock Exchanges, Ministry Corporate Affairs Etc.	Nil	0	0	Nil
Miscellaneous Complaints	Nil	0	0	Nil
<b>TOTAL</b>	<b>Nil</b>	<b>7</b>	<b>7</b>	<b>Nil</b>

None of the complaints are pending for a period exceeding 30 days. All the request for transfer of shares have been processed on time and there are no transfers pending for more than 15 days.

### 3.4 CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. The CSR Committee was re-constituted on October 12, 2017 under the Chairmanship of Mr. Ajay M. Khatlawala, Non-Executive and Independent Director.

The term of reference of this Committee is to comply with the requirements of Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014 and all other relevant compliances.

The Committee had 2 meetings in the year which were attended by the members as under:-

The composition and attendance of the Corporate Social Responsibility Committee:

Name of the Member	Category	Designation	No. of meetings attended during the year
Mr. Ajay M. Khatlawala	Independent Director	Chairman	2 of 2
Mr. Rashesh M. Bhansali	Executive Director	Member	2 of 2
Mrs. Tulsi Gupta	Non-Executive Director	Member	2 of 2

### 4. GENERAL BODY MEETINGS:

Particulars of last three Annual General Meetings and the Special Resolutions passed there at:

Financial Year	Date & Time	Location	Special Resolution passed
2016-17	September 27, 2017 at 11.00 a.m.	Tribune 1' Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C. Central Road, Andheri (East), Mumbai 400 093.	<b>Special Business:-</b> <ul style="list-style-type: none"> <li>Re-appointment of Dr.R. Srinivasan as an Independent Director for second term of 4 years till conclusion of 34th AGM of the Company.</li> <li>Appointment of Mr. Pannkaj C Ghadiali as an Independent Director for first term of 5 years w.e.f. 12-11-2016.</li> <li>Approval to keep Registers and Returns as maintained by the Company under Section 88 of the Companies Act, 2013 at Registrar and Transfer Agent of the Company office C-101, 247 Park, L.B.S. Mark, Vikhroli West, Mumbai-400083.</li> </ul>
2017-18	September 24, 2018 at 11.00 a.m.	Tribune 1' Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C. Central Road, Andheri (East), Mumbai 400 093.	<b>Special Business:-</b> <ul style="list-style-type: none"> <li>Re-appointment of Mr. Ajay M. Khatlawala (DIN 00124042) as an Independent Director for second term of 4 years till conclusion of 36th AGM of the Company.</li> <li>Confirmation of appointment of Dr. Raghavachari Srinivasan (DIN 00003968) as Independent Director pursuant to the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.</li> <li>Appointment of Mr. Anmol Rashesh Bhansali as an Independent Director for the period of 5 years w.e.f. 25-11-2017.</li> <li>Approve to pay existing remuneration to Mr. Rashesh Manhar Bhansali, Executive Chairman for the remaining period of his tenure.</li> </ul>

Financial Year	Date & Time	Location	Special Resolution passed
2018-19	September 25, 2019 at 11.00 a.m.	Tribune 1' Banquet Hall, 6th Floor, Hotel Tunga International, M.I.D.C. Central Road, Andheri (East), Mumbai 400 093.	<b>Special Business:-</b> <ul style="list-style-type: none"> <li>• Revision in remuneration of Mr.Anmol Rashesh Bhansali (DIN 07931599) Whole-time Director.</li> <li>• Sale, transfer or disposal of the Shares and/ or assets of Diagold Designs Limited</li> </ul>

#### 4.1 Extra Ordinary General Meetings and Postal Ballot:

During the year no EGM was convened nor any approval of the shareholders obtained through Postal Ballot.

## 5. DISCLOSURES:

### 5.1 Materially significant related party transaction:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulation during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards has been made in the notes to the Financial Statements.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website at <http://www.goldiam.com/download/policy/2019/Policy-on-Related-Party-Transaction.pdf>

A statement in summary form of the transactions with related parties were periodically placed before the Audit Committee as required under Regulation 23 of the Listing Regulation and as required under the Companies Act, 2013.

The Company has framed the policy for determining material subsidiary as required by under Regulation 16 of the Listing Regulations. The objective of this policy is to lay down criteria for identification and dealing with material subsidiaries and to formulate a governance framework for subsidiaries of the Company. The policy on Material Subsidiary is available on the website of the Company under the weblink: <http://www.goldiam.com/download/policy/2019/Policy-on-Material-Subsidiary.pdf>

### 5.2 Details of non-compliance/ penalties/ strictures imposed on the Company by the Statutory Authorities:

No penalties or strictures have been imposed on the Company by any Stock Exchange, Securities and Exchange Board of India or other statutory authorities on any matter related to capital market during the last three years.

### 5.3 Insider Trading:

The Company has formulated the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Immediate Relatives and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in accordance with the guidelines specified under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Compliance Officer under the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Immediate Relatives is responsible for complying with the procedures, monitoring adherence to the rules for the prevention of disclosure of unpublished price sensitive information, pre-clearance of trade, monitoring of trades and implementation of Code of Conduct under the overall supervision of the Board.

The Company's Codes, inter- alia, prohibits purchase and/or sale of shares of the Company by an Insider, while in possession of Unpublished Price Sensitive Information ("UPSI") in relation to the Company during the prohibited period which is notified to all sufficiently in advance. The Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is uploaded on the Company's website at [www.goldiam.com](http://www.goldiam.com)

## 5.4 Details of fees paid to the Statutory Auditor:

Details of total fees for all services paid by GIL, to the Statutory Auditor, is tabled hereunder:

(in ₹ Lakhs)

Fees Paid to Statutory Auditor
(J.D.Zatakia & Co.)
₹ 2.47

## 5.5 Whistle Blower Policy affirmation that no person has been denied access to Audit Committee:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and provisions of the Listing Regulation, the Company has a Whistle-Blower Policy for establishing a vigil mechanism for Directors and employees to report genuine concerns regarding unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics policy. The said mechanism also provides for adequate safeguards against victimisation of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. We affirm that no employee of the Company was denied access to the Audit Committee. The said Whistle-Blower Policy has been hosted on the website of the Company at [http://www.goldiam.com/download/whistle\\_blower\\_policy.pdf](http://www.goldiam.com/download/whistle_blower_policy.pdf)

## 5.6 Details of Compliance with mandatory requirement:

The Company has fully complied with the mandatory requirements of Listing Regulation.

## 5.7 Adoption of Non-mandatory requirement:

Part C of Schedule V of the Listing Regulations states that non-mandatory requirements may be implemented at the discretion of the Company. However, disclosures on compliance with mandatory requirement and adoption / non-adoption of non-mandatory requirements shall be made in the Corporate Governance Report of the Annual Report. The status of compliance of the non-mandatory requirements as specified in sub-regulation 1 of Regulation 27 of the Listing Regulations are as follows:

### a. Reporting of the Internal Auditor:

The Internal Auditor Reports directly to the Audit Committee.

### b. SUBSIDIARIES:

Pursuant to amendment in definition of "Material Subsidiary" of regulation 16(1)(c) of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015, Goldiam Jewellery Limited is non-listed material Indian subsidiaries in terms of Listing Regulation with turnovers exceeding 10% of the consolidated turnover of the holding company with all its subsidiaries.

In terms of Regulation 24 of the Listing Regulations the financial statements of the unlisted subsidiary companies are reviewed quarterly by the Audit Committee and the minutes of the Board meetings of the unlisted subsidiary companies are regularly placed before the Company's Board of Directors Meeting.

### c. Associate/Joint Venture:

Goldiam HK is Associate company having voting right of 49.93%. Presently the Company is in winding-up process.

### d. MD/CFO Certification

The Executive Director and the Chief Financial Officer have issued certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

## 6. MEANS OF COMMUNICATION:

The quarterly, half yearly and yearly financial results of the Company are sent to the Stock Exchanges immediately after they are approved and taken on record by the Board of Directors. These financial results are normally published in the "Business Standard" and "Navshakti" are also made available on the website of the Company, '[www.goldiam.com](http://www.goldiam.com)'.

No presentation was made to the institutional investors or analysts during the year.

## 7. CORPORATE BENEFITS TO INVESTORS:

### 7.1 Buyback of Equity Shares of the Company:

The Board of Directors in its meeting, held on February 12, 2020, had approved buy back proposal for the purchase of fully paid up equity shares of face value of ₹10/- (Indian Rupees Ten only) each, by the Company, at a price not exceeding ₹160/- (Indian Rupees One Hundred Sixty Only) per equity share out of free reserves or such other sources as permitted by law, from the shareholders/beneficial owners of the Company, by the means of open market through stock exchange mechanism as prescribed under the Companies Act 2013 ("Act"), read along with SEBI (Buy Back of Securities) Regulations, 2018, provided that, the buyback shall not exceed of ₹12,36,91,680/- (Rupees Twelve crore thirty six lakhs ninety one thousand six hundred eighty Only), excluding brokerage, costs, fees, turnover charges, taxes such as securities transaction tax and goods and service tax (if any), stamp duty and other transaction charges), representing 5.60% and 3.32% of the aggregate of the Company's paid-up equity capital and free reserves based on the audited standalone and consolidated financial statements of the Company respectively as at March 31, 2019.

The Buyback was undertaken by the Company to return surplus funds to the Equity Shareholders and thereby, enhancing the overall returns to Shareholders. The Buyback of shares through stock exchange mechanism was opened on February 25, 2020 and closed on March 02, 2020. The Company had bought back, 7,91,073 Equity Shares at an average price of ₹156.0365 per Equity Share. Accordingly, the Company deployed ₹12,34,36,288/- (Rupees Twelve Crores Thirty Four Lakhs Thirty Six Thousand Two Hundred Eighty Eight only) (excluding Transaction Costs), which represents approximately 99.79352532% of the Maximum Buyback Size with a balance of approximately ₹2,55,392/- (Rupees Two Lakhs fifty five thousand three hundred and ninety two only).

### 7.2 Dividend:

For FY 2019-2020, based on the Company's performance, the Directors have declared 1st interim dividends of 20% (₹ 2/- per share) and 2nd interim dividend of 30% (₹ 3/- per equity share). Further, your Directors recommended a dividend of 15% i.e. ₹ 1.50/- per share on an Equity Share of ₹ 10/- each for the financial year ended March 31, 2020.

## 8. GENERAL SHAREHOLDER INFORMATION:

### 8.1 32nd Annual General Meeting:

Day : Wednesday

Date : September 25, 2019

Time : 11.00 a.m.

Venue : TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International,  
M.I.D.C Central Road, Andheri (East), Mumbai – 400 093.

### 8.2 Financial Year:

The Company follows the period of April 1 to March 31, as the Financial Year.

### 8.3 Date of Book Closure:

The books will remain closed from September 21, 2020 to September 25, 2020 (both days inclusive) for the purpose of Annual General Meeting.

### 8.4 Listing on Stock Exchanges:

Name of Stock Exchange	Address of Stock Exchange
BSE Limited, Mumbai (BSE)	Phiroze Jeejeebhoy Towers; Dalal Street Mumbai- 400001.
National Stock Exchange of India Limited (NSE)	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400051.

### f. Stock Code:

BSE Limited	National Stock Exchange of India Limited	ISIN
526729	GOLDIAM EQ	INE025B01017

## 8.6 Annual Listing Fees:

The Annual Listing Fees for the financial year 2019-2020 have been paid by your Company within stipulated time.

## 8.7 Payment of Depository Fees:

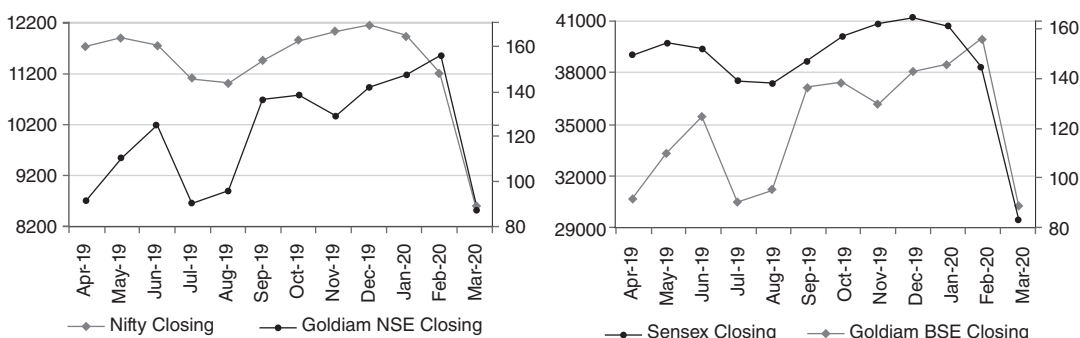
The Company has paid the Annual Custodian Fee for the Financial Year 2019-20 to NSDL and CDSL.

## 8.8 Market Price Data:

The High and Low Prices of the Company's share during each month in the financial year 2019-2020 are as below:

Month	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2019	91.85	72.40	91.40	72.95
May, 2019	123.55	92.10	124.00	90.60
June, 2019	137.90	104.50	136.50	104.40
July, 2019	131.65	88.65	131.75	89.00
August, 2019	106.00	88.15	103.50	87.50
September, 2019	143.50	94.75	143.80	94.05
October, 2019	152.80	125.95	151.95	127.00
November, 2019	151.40	118.00	151.00	117.50
December, 2019	151.15	130.30	151.15	130.10
January, 2020	163.40	131.90	164.00	128.20
February, 2020	184.10	137.95	184.80	137.65
March, 2020	159.95	73.15	160.70	72.20

## 8.9 Performance in comparison to board based indices such as NSE Nifty & BSE Sensex :-



## 8.10 Registrar and Transfer Agents (RTA):

M/s. Link Intime India Pvt. Ltd.  
C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083.  
E-mail: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

## 8.11 Share Transfer/Transmission System:

With a view to expedite the process of share transfer which are received in physical form, a Stakeholders Relationship Committee had been constituted to consider and approve the transfer, transmission, dematerialization, rematerialisation of shares etc.

Shares sent for transfer in physical form are registered and returned by our Registrars and Share Transfer Agent in 15 days of receipt of the documents, provided the documents are found to be in order, Shares under objection

are returned within two weeks. The transfers of physical shares are affected by the Share Transfer Agents after approval by the Stakeholders Relationship Committee. The minutes of the meetings of the Stakeholders Relationship Committee are placed at the Board Meeting.

The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and files a copy of the certificate with the Stock Exchanges.

## 8.12 Distribution of Shareholding:

Distribution of Shareholding as on March 31, 2020:

Equity Shareholding	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shareholding
1 -- 500	8194	85.2121	1254866	5.6589
501 -- 1000	646	6.7180	519177	2.3413
1001 -- 2000	377	3.9205	574038	2.5887
2001 -- 3000	118	1.2271	299708	1.3516
3001 -- 4000	61	0.6344	215450	0.9716
4001 -- 5000	60	0.6240	285231	1.2863
5001 -- 10000	72	0.7488	515602	2.3252
10001 & Above	88	0.9151	18510851	83.4765
<b>Total</b>	<b>9616</b>	<b>100.00</b>	<b>22174923</b>	<b>100.00</b>

## 8.13 Shareholding Pattern as on March 31, 2020:

Category	Number of Shares	Percentage
Shareholding of Promoters & Promoter Group	14434672	65.09
Number of Shares	12259749	57.72
• Institutions		
Mutual Funds/ UTI/Trust	-	-
Financial Institutions/ Banks	8968	0.04
• Non-Institutions		
Bodies Corporate	1193973	5.39
Individuals	5631977	25.40
Clearing Member	18419	0.08
Market Maker	-	-
Foreign Nationals, NRIs, Foreign Companies, OCBs	393368	1.77
Independent Directors	1000	0.00
HUF	277134	1.26
IEPF	213412	0.96
Others	2000	0.01
<b>Total</b>	<b>2,21,74,923</b>	<b>100.00</b>



## 8.14 Unclaimed/ Unpaid Dividend:

The Company is required to transfer dividends and shares of which dividend have remained unpaid/unclaimed for a period of seven years to the Investor Education & Protection Fund (IEPF) established by the Government.

Shareholders of the Company who have not received or encashed their dividend warrants for the financials years, as mentioned below, are requested to claim the unpaid/unclaimed dividend from the Company before its transfer to above mentioned Fund:

Year of Declaration	Date of Declaration of Dividend	Interim/ Final	Due Date for transfer to IEPF
2012-2013	September 06, 2013	Final	October 06, 2020
2013-2014	September 30, 2014	Final	October 30, 2021
2014-2015	September 30, 2015	Final	November 6, 2022
2015-2016	February 10, 2016	Interim	March 15, 2023
2015-2016	September 27, 2016	Final	November 1, 2023
2016-2017	February 13, 2017	Interim	March 20, 2024
2017-2018	September 24, 2018	Final	October 29, 2025
2018-2019	February 13, 2019	Interim	March 20, 2026
2019-2020	August 12, 2019	1st Interim	September 16, 2026
2018-2019	September 25, 2019	Final	October 30, 2026
2019-2020	February 12, 2020	2nd Interim	March 18, 2027

## 8.15 Unclaimed Shares:

As per Schedule VI of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company had sent three reminders to concerned shareholder for their unclaimed shares. The remaining shares have been transferred to Unclaimed Suspense Account.

Aggregate number of shareholders as on April 1, 2019	59
Outstanding shares in the suspense account lying as on April 1, 2019	16300
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	0
Number of shares transferred	0
Number of shareholders whose shares were transferred from the Unclaimed Suspense Account to Investor Education and Protection Fund Authority (IEPF) during the year	5
Number of shares transferred to IEPF	800
Aggregate number of shareholders at the end of the year	54
<b>Outstanding shares in the suspense account lying as on March 31, 2020.</b>	<b>15500</b>

## 8.16 Dematerialization of shares and Liquidity:

About 98.95% of total equity share capital is held in dematerialized form with NSDL and CDSL as on March 31, 2020. The International Securities Identification Number (ISIN) allotted to the shares of the Company under the Depository System is INE025B01017.

## 8.17 Reconciliation of Share Capital Audit:

As stipulated by Securities and Exchange Board India (SEBI), a qualified practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

8.18 Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on Equity:

As on date, the Company has not issued GDR/ADR/Warrants or any convertible instruments.

**8.19 Commodity price risk or foreign exchange risk and hedging activities:**

Not Applicable

**8.20 Plant Locations & Address for Correspondence:**

Goldiam International Limited, Gems & Jewellery Complex, MIDC, SEEPZ, Andheri (E), Mumbai - 400 096.

**9. COMPLIANCE CERTIFICATE OF STATUTORY AUDITORS:**

The Statutory Auditors have certified that the Company has complied with the conditions of the Corporate Governance as stipulated in Chapter IV of SEB (Listing Obligations and Disclosure Requirements) Regulations 2015 and same is annexed to this Report.

**10. CODE OF CONDUCT:**

The Board has adopted a Code of Conduct for Directors, Senior Management and other Employees of the Company. The Code of Conduct is available on the website of the Company [www.goldiam.com](http://www.goldiam.com).

**Declaration Regarding Code of Conduct**

I, Rashesh M. Bhansali, in my capacity as an Executive Director of Goldiam International Limited, hereby confirm that all members of the Board of Directors and Senior Management Personnel of the Company have affirmed their compliance with the code of conduct of the Company in respect of the financial year 2019-2020.

**For GOLDIAM INTERNATIONAL LIMITED**

**RASHESH M. BHANSALI**  
**Executive Chairman**  
(DIN: 00057931)

Mumbai: June 25, 2020

## **EXECUTIVE DIRECTOR AND CFO CERTIFICATION:**

We, the undersigned, in our respective capacities as Executive Chairman and Chief Financial Officer (CFO) of Goldiam International Limited ("the Company"), to the best of our knowledge and believe certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2020 and that to the best of our knowledge and belief, we state that:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) 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.
- (b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and 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 purpose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit Committee that there are
  - (i) no significant changes in internal control over financial reporting during the year;
  - (ii) no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**For GOLDIAM INTERNATIONAL LIMITED**

Mumbai  
June 25, 2020

**Rashesh M. Bhansali**  
Executive Chairman

**Darshana Faldu**  
Chief Financial Officer

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members of  
Goldiam International Limited  
Mumbai.

We have examined the compliance of conditions of Corporate Governance by Goldiam International Limited, for the year ended March 31, 2020 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C,D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the 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, according to the explanations given to us and the representation made by our management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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.

**Ms. CHARU GOLASH**  
Membership Number: 7325  
Certificate of Practice Number: 8005  
UDIN NUMBER F007325B000368510

Place: Mumbai  
Date: 23 June, 2020

## **INDEPENDENT AUDITORS' REPORT**

Report on the Audit of the Standalone Financial Statements

### **Opinion**

We have audited the accompanying standalone financial statements of GOLDIAM INTERNATIONAL LIMITED ("the Company") which comprises the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, (including Other Comprehensive Income), statement of changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS standalone financial statements give the information required by the Companies Act, 2013 (the Act) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ("Ind AS) specified under section 133 of the Act, of the state of affairs of the Company as at March 31, 2020, and its total comprehensive income (comprising of profit and other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit matter :**

We have determined that there are no key audit matters to communicate in our report.

### **Other Information :**

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the standalone financial statements and our auditors' report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other

information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's and Board of Directors' Responsibility for the Standalone 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 Ind AS standalone financial statements that give a true and fair view of the financial position, financial performance, (including Other Comprehensive Income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified in the companies ( Indian Accounting Standard) rules 2015 ( as amended ) under section 133 of the Companies Act, 2013. 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 implementation and maintenance of 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when

it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (ii) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by the Management.
- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- (v) Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and

timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, the auditor determines those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. In accordance with the requirements of SA 701, the auditor describes these matters in the auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, the auditor determines that a matter should not be communicated in the auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "ANNEXURE A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, (including other comprehensive income) and the 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 Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and

the operating effectiveness of such controls, refer to our separate Report in "Annexure B"

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i) The company has disclosed the impact of pending litigations as at 31st March, 2020 on its financial position in its Ind AS financial position in its standalone financial statements – refer Note 39 to the Ind AS financial statements.
- ii) The Company did not have any long term contracts including derivate contracts as at 31st March, 2020.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the company during the year ended 31st March, 2020.

**For J.D. Zatakia & Co.  
Chartered Accountants  
FRN No. 111777W**

**J.D. Zatakia  
Proprietor  
Membership No. 17669  
UDIN NO. 20017669AAAABX7973**

Place: Mumbai  
Date : 25th June, 2020

## 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 Goldiam International Limited on the standalone financial statements for the year ended 31st March, 2020]

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. In respect of immovable property taken on lease and disclosed as fixed assets in standalone financial statements, the lease agreement is 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 are no material discrepancies noticed by the management.
3. According to the information and explanations given to us, the company has not granted any 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. Accordingly, the provisions of clause 3(iii) (a), (b), and (c) of the Order are not applicable to the Company and hence not commented upon.
4. As per the information and explanations provided to us, there is no loans, investments, guarantees and securities given by the company, to which provisions of section 185 of the Companies Act, 2013 do not 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.

According to the records of the Company, disputed Municipal Property Tax together with Penalty not deposited on account of dispute are as follows.

Name of Statute / Description	Amount ₹ in lacs	Period to which the amount relates	Forum where dispute is pending
Property Tax	136.97	1997-98	Bombay High Court
Income Tax	12.12	2016-17	Commissioner of Income Tax (Appeals)

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 of debentures.
9. The Company has not raised money by way of initial public offer including 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 Standalone 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 J.D. Zatakia & Co.**  
**Chartered Accountants**  
**FRN No. 111777W**

**J.D. Zatakia**  
**Proprietor**  
**Membership No. 17669**  
**UDIN NO. 20017669AAAABX7973**

Place: Mumbai  
 Date : 25th June, 2020

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

### Independent Auditor's 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 Goldiam International Limited ("the Company") as of March 31, 2020 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 authorizations of management and directors of the company; and

- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2020, 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 J.D. Zatakia & Co.  
Chartered Accountants  
FRN No. 111777W**

**J.D. Zatakia  
Proprietor  
Membership No. 17669  
UDIN No. 20017669AAAABX7973**

Place: Mumbai  
Date : 25th June, 2020



## STANDALONE BALANCE SHEET AS AT 31ST MARCH 2020

(Amounts are in lakhs unless stated otherwise)

Particulars	Note	As at March 31, 2020	As at March 31, 2019
<b>A ASSETS</b>			
<b>I Non-current assets</b>			
a) Property, plant and equipment	1	1,478.76	1,465.08
b) Investment property	2	193.57	193.57
c) Intangible assets	3	14.42	32.98
d) Investments in Subsidiaries and Associates	4	638.04	722.34
e) Financial assets			
i. Investments	4(a)	4,005.00	3,548.82
ii. Loans	5	12.73	12.73
iii. Other Financial Assets	6	20.47	22.30
g) Deferred tax assets ( net)	7	160.69	150.74
<b>Total non-current assets</b>		<b>6,523.68</b>	<b>6,148.56</b>
<b>II Current assets</b>			
a) Inventories	8	1,237.69	1,099.64
b) Financial assets			
i. Investments	9	10,122.49	8,402.96
ii. Trade receivables	10	2,836.47	5,244.24
iii. Cash and cash equivalents	11	2,577.29	2,625.25
iv. Bank balances other than (iii) above	12	66.79	62.49
v. Loans	13	2,406.38	2,588.04
c) Other current assets	14	52.00	58.19
<b>Total current assets</b>		<b>19,299.11</b>	<b>20,080.81</b>
<b>Total assets</b>		<b>25,822.79</b>	<b>26,229.37</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>I Equity</b>			
a) Equity share capital	15	2,217.49	2,296.60
b) Other equity	16	19,910.03	20,675.19
<b>Total equity</b>		<b>22,127.52</b>	<b>22,971.79</b>
<b>II LIABILITIES</b>			
<b>Non-current liabilities</b>			
a) Deferred tax liabilities		-	-
<b>Total non-current liabilities</b>		-	-
<b>III Current liabilities</b>			
a) Financial liabilities			
i. Borrowings	17	378.33	691.55
ii. Trade payables	18		
Total outstanding dues of micro enterprises and small enterprises		2.77	5.74
Total outstanding dues of creditors other than micro enterprises and small enterprises		2,954.42	2,188.24
iii. Other financial liabilities	19	197.62	115.04
b) Provisions	20	162.13	257.01
<b>Total current liabilities</b>		<b>3,695.27</b>	<b>3,257.58</b>
<b>Total liabilities</b>		<b>3,695.27</b>	<b>3,257.58</b>
<b>Total equity and liabilities</b>		<b>25,822.79</b>	<b>26,229.37</b>

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date.

For and on behalf of the Board of Goldiam International Ltd.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111777W

**Anmol R. Bhansali**  
Director  
(DIN-07931599)

**Rashesh M. Bhansali**  
Executive Chairman  
(DIN No. 00057931)

J.D. Zatakia  
Proprietor  
Mem No. : 17669

**Pankaj Parkhiya**  
Company Secretary

**Darshana Faldu**  
Chief Financial Officer

Place : Mumbai  
Date : 25th June, 2020

Place : Mumbai  
Date : 25th June, 2020

## STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2020

(Amounts are in lakhs unless stated otherwise)

Particulars	Note	Year ended March 31, 2020	Year ended March 31, 2019
<b>I Income</b>			
a) Revenue from operations	21	16,209.07	16,982.73
b) Other income	22	1,071.59	1,081.45
Total income		<u>17,280.66</u>	<u>18,064.18</u>
<b>II Expenses</b>			
a) Cost of raw materials and components consumed	23	11,607.52	11,517.76
b) Purchase of Traded goods		1,303.77	1,272.79
c) Changes in inventories of finished goods, work-in-progress and traded goods	24	(196.88)	381.24
d) Employee benefit expenses	25	461.31	354.20
e) Finance Cost	26	11.71	110.21
f) Depreciation and amortisation expense	1	195.30	197.62
g) Other expenses	27	1,344.73	1,436.94
Total expenses		<u>14,727.46</u>	<u>15,270.76</u>
<b>III Profit before tax</b>		<u>2,553.20</u>	<u>2,793.42</u>
Income tax expense			
- Current tax	28	658.95	866.70
- Deferred tax	28	(9.96)	(31.19)
<b>IV Total tax expense</b>		<u>648.99</u>	<u>835.51</u>
<b>Profit from continuing operations</b>		<u>1,904.21</u>	<u>1,957.91</u>
<b>V Profit for the year</b>		<u>1,904.21</u>	<u>1,957.91</u>
Other Comprehensive Income:			
a) Items that will not be reclassified to Profit or Loss	4(a)	456.97	355.44
b) Income Tax relating to items that will not be reclassified to Profit of Loss	28	2.11	(2.62)
Total Other Comprehensive Income for the year (net of Tax)		<u>459.08</u>	<u>352.82</u>
<b>VI Total comprehensive income for the year</b>		<u>2,363.29</u>	<u>2,310.73</u>
<b>VII Earnings per share (face value of ₹10 per share)</b>	29		
Basic		8.31	8.06
Diluted		8.31	8.06

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111777W

J.D. Zatakia  
Proprietor  
Mem No. : 17669

Place : Mumbai  
Date : 25th June, 2020

For and on behalf of the Board of Goldiam International Ltd.

**Anmol R. Bhansali**  
Director  
(DIN-07931599)

**Pankaj Parkhiya**  
Company Secretary

Place : Mumbai  
Date : 25th June, 2020

**Rashesh M. Bhansali**  
Executive Chairman  
(DIN No. 00057931)

**Darshana Faldu**  
Chief Financial Officer

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020

### A. EQUITY SHARE CAPITAL :

(Amounts are in lakhs unless stated otherwise)

Particulars	Note	No. of shares	Amount
Issued, subscribed and fully paid-up shares			
Equity share of ₹ 10 each			
Balance as at 1 April 2018	15	24945996	2,494.60
Changes in Equity Share Capital during the year (Buy-back of Shares)		(1980000)	(198.00)
Balance as at 31 March 2019	15	22965996	2,296.60
Changes in Equity Share Capital during the year (Buy-back of shares)		(791073)	(79.11)
Balance as at 31 March 2020	15	22174923	2,217.49

### B. OTHER EQUITY

Particulars	Reserves and surplus				Total
	Capital Redemption Reserves	Capital Reserves	General Reserves	Retained Earning	
<b>Balance as at 1 April 2018</b>	208.68	479.70	5,055.38	15,205.14	20,948.90
Profit for the year	-	-	-	1,957.91	1,957.91
Other comprehensive income	-	-	-	352.82	352.82
<b>Total comprehensive income</b>	-	-	-	<b>2,310.73</b>	<b>23,259.63</b>
Dividends distributed to equity shareholders	-	-	-	(833.51)	(833.51)
Corporate dividend tax on dividend paid to Equity Shareholders	-	-	-	(171.33)	(171.33)
Buy-back of equity Shares (Refer Note 15)	198.00	-	(1,777.60)	-	(1,579.60)
<b>Balance as at 31 March 2019</b>	<b>406.68</b>	<b>479.70</b>	<b>3,277.78</b>	<b>16,511.03</b>	<b>20,675.19</b>
Profit for the year	-	-	-	1,904.21	1,904.21
Other comprehensive income	-	-	-	459.08	459.08
Buy-back of equity Shares (Refer Note 15)	79.11	-	(1,234.36)	-	(1,155.25)
<b>Total comprehensive income</b>	<b>485.79</b>	<b>479.70</b>	<b>2,043.42</b>	<b>18,874.32</b>	<b>21,883.23</b>
Dividends distributed to equity shareholders	-	-	-	(1,377.96)	(1,377.96)
Corporate dividend tax on dividend paid to Equity Shareholders	-	-	-	(595.24)	(595.24)
<b>Balance as at 31 March 2020</b>	<b>485.79</b>	<b>479.70</b>	<b>2,043.42</b>	<b>16,901.12</b>	<b>19,910.03</b>

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111777W

J.D. Zatakia  
Proprietor  
Mem No. : 17669

Place : Mumbai  
Date : 25th June, 2020

For and on behalf of the Board of Goldiam International Ltd.

**Anmol R. Bhansali**  
Director  
(DIN-07931599)

**Pankaj Parkhiya**  
Company Secretary

Place : Mumbai  
Date : 25th June, 2020

**Rashesh M. Bhansali**  
Executive Chairman  
(DIN No. 00057931)

**Darshana Faldu**  
Chief Financial Officer

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
<b>A Cash flow from operating activities :</b>			
Profit before tax		2,553.20	2,793.42
<b>Adjustments for:</b>			
Depreciation and amortization for the year	195.30		197.62
(Profit)/Loss on sale of Investment (Net)	31.53		(30.17)
Net unrealised foreign exchange (gain)/ loss	(88.11)		53.61
Net (profit)/loss on disposal of property, plant and equipment	(5.95)		(9.51)
Actuarial (gain)/loss forming part of OCI	2.11		(2.62)
Dividend received	(80.95)		(169.21)
Interest Income	(508.28)		(445.51)
Finance cost	11.71		110.21
		<u>(442.64)</u>	<u>(295.58)</u>
<b>Operating profit before working capital changes</b>		<b>2,110.56</b>	<b>2,497.84</b>
<b>Adjustments for:</b>			
Decrease/(Increase) in inventories	(138.05)		803.04
Decrease/(increase) in non-current financial assets	1.83		(2.09)
Decrease/(increase) in current financial assets	181.66		213.26
Decrease/(increase) in other current assets	6.19		22.36
Decrease/(increase) in trade receivables	2,197.62		909.35
(Decrease)/increase in trade payables	864.93		294.20
(Decrease)/increase in current financial liabilities	82.26		33.14
(Decrease)/increase in other current liabilities	(0.99)		4.76
		<u>3,195.45</u>	<u>2,278.02</u>
Cash generated from operating activities		<b>5,306.01</b>	4,775.86
Income Tax Paid (net)		<u>(574.86)</u>	<u>(790.38)</u>
<b>Net cash generated from operating activities</b>		<b>4,731.15</b>	<b>3,985.48</b>
<b>B Cash flow from investing activities:</b>			
Purchase of property, plant and equipment	(217.02)		(287.00)
Proceeds from disposal of property, plant and equipment	32.89		55.25
Purchase of Investments	(10,878.22)		(4,695.59)
Proceeds from redemption of current investments,	9,090.40		4,860.84
Interest received	508.28		445.51
Dividend received	80.95		169.21
Buy Back Amount received from Subsidiary	120.08		-
<b>Net cash used in investing activities</b>		<b>(1,262.64)</b>	<b>548.22</b>
<b>C Cash flow from financing activities:</b>			
(Repayment)/proceeds of short term borrowings, net	(292.90)		(380.56)
Buy-Back of Equity Shares	(1,234.36)		(1,777.60)
Interest paid	(11.71)		(110.21)
Dividends paid	(1,377.96)		(833.51)
Tax on Buy on Equity Shares	(287.56)		-
Buy Back Expenses Equity Shares	(24.33)		-
Corporate dividend tax	(283.35)		(171.33)
<b>Net cash generated from financing activities</b>		<b>(3,512.17)</b>	<b>(3,273.21)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>		<b>(43.66)</b>	1,260.49
Cash and cash equivalents at the beginning of the year		<b>2,687.74</b>	1,427.25
<b>Cash and cash equivalents at the end of the year</b>		<b>2,644.08</b>	2,687.74

Note:

- 1) Figures in bracket represent cash outflow.
- 2) The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- 3) Purchase of Property, Plant and Equipment includes movements of capital work-in-progress (including capital advances) during the year.

The accompanying notes are an integral part of these standalone financial statements.

As per our attached report of even date.

For and on behalf of the Board of Goldiam International Ltd.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111777W

**Anmol R. Bhansali**  
Director  
(DIN-07931599)

**Rashesh M. Bhansali**  
Executive Chairman  
(DIN No. 00057931)

**J.D. Zatakia**  
Proprietor  
Mem No. : 17669

**Pankaj Parkhiya**  
Company Secretary

**Darshana Faldu**  
Chief Financial Officer

Place : Mumbai  
Date : 25th June, 2020

Place : Mumbai  
Date : 25th June, 2020

## Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2020

### Company Information

Goldiam International Limited (the Company) is a public limited company domiciled in India with its registered office located at Gems & Jewellery Complex, M.I.D.C., SEEPZ, Andheri (East) Mumbai - 400 096. The Company is listed on the Bombay Stock Exchange (BSE) and The National Stock Exchange (NSE). The Company is engaged in manufacturing and export of Diamond studded Gold & Silver Jewellery.

### A. Basis of Preparation

#### I) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria asset out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Financial statements are presented in ₹. which is the functional currency of the Company and all values are rounded to the nearest Lakhs, except when otherwise indicated, further the transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements.

The financial statements of the Company for the year ended 31st March, 2020 were approved for issue in accordance with the resolution of the Board of Directors on June 25, 2020.

#### II) Current versus non current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is :

- \* Expected to be realised or intended to sold or consumed in normal operating cycle.
- \* Held primarily for the purpose of trading
- \* Expected to be realised within twelve months after the reporting period, or
- \* Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

#### A liability is classified as current when:

- \* It is expected to be settled in normal operating cycle
- \* It is held primarily for the purpose of trading
- \* It is due to be settled within twelve months after the reporting period, or
- \* There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

### B KEY ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect there reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- (a) Measurement of defined benefit obligations - Note 25
- (b) Measurement and likelihood of occurrence of provisions and contingencies - Note 39
- (c) Recognition of deferred tax assets - Note 7

## C SIGNIFICANT ACCOUNTING POLICIES

### a) Property, Plant and Equipment:

property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

#### Subsequent measurement (depreciation and useful lives) :

Depreciation on property, plant and equipment is provided on written-down value, computed on the basis of useful lives (as set out below) prescribed in Schedule II the Act:

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

Description of Asset	Estimated useful life (in years)
Buildings	30
Plant and equipment	15
Office equipment	5
Computers	3
Computers Servers	6
Computer software	5
Furniture and fixtures	10
Vehicles	8

Leasehold improvements have been amortised over the estimated useful life of the assets or the period of lease, whichever is lower. The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

#### De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

### b) Investment Properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs. and impairment if any.

### c) Impairment of non-financial assets

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

The impairment losses and reversals are recognised in statement of profit and loss.

### d) Investments in Subsidiaries, Associates and Joint Ventures:

Investments in subsidiaries, associates and joint ventures are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiaries, associates and

joint venture, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

## e) **Financial instruments**

### **Financial assets**

#### **Initial recognition and measurement**

Financial assets are recognised when the Company becomes a party to the contractual provisions of the instrument.

#### **Subsequent measurement**

On initial recognition, a financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through other comprehensive Income FVOCI, its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at

- amortised cost.
- fair value through profit and loss (FVTPL).
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

#### **Trade Receivables and Loans:**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

#### **Mutual Funds, Equity investment, bonds and other financial instruments :**

Mutual Funds, Equity Investment, bonds and other financial instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

#### **i) Measured at amortised cost:**

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost.

#### **ii) Measured at fair value through other comprehensive income (FVOCI):**

Mutual Funds, Equity investment, bonds and other financial instruments in the scope of Ind As 109 are measured at fair value through profit and loss account( FVOCI).

#### **iii) Measured at fair value through profit or loss (FVTPL):**

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value.

### **Financial liabilities**

#### **Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

#### **Subsequent measurement**

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings.

#### **De-recognition of financial liabilities**

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de- recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

## f) Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

### Trade receivables

The Company applies approach permitted by Ind AS 109, financial instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

### Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

## g) Inventories

Raw Material: Lower of cost or net realisable value. Cost is determined on first in first out ('FIFO') basis.

Work in progress, manufactured finished goods and traded goods are valued at lower of cost and net realisable value. Cost of work in progress and manufactured finished goods comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition. Trading goods are valued at Cost or net realisable value, whichever is lower.

Finished goods: Lower of cost or net realisable value. Cost is determined on FIFO basis, includes direct material and labour expenses and appropriate proportion of manufacturing overheads based on the normal capacity for manufactured goods.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs of completion and estimated costs of necessary to make the sale.

## h) Foreign Currency Translation

### Initial recognition

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

### Measurement at the balance sheet date

Foreign currency monetary items of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

### Treatment of exchange difference

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

## i) Income taxes :

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income ('OCI') or directly in equity.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act. Current income-tax relating to items recognised outside statement of profit and loss (either in OCI or in equity). The company has provided the current tax as per the announcement by The Government of India, on September 20, 2019, vide the Taxation Laws (Amendment) Ordinance 2019, inserted a new Section 115BAA in the Income Tax Act, 1961, which provides an option to the Company for paying Income Tax at reduced rates as per the provisions/conditions defined in the said section.



Deferred income-tax is calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax assets or liability arising during tax holiday period is not recognised to the extent it reverses out within the tax holiday period. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

**j) Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, demand deposits with banks/corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

**k) Post-employment, long term and short term employee benefits**

**Defined contribution plans**

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

**Defined benefit plans**

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

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

**Other long-term employee benefits**

Liability in respect of compensated absences is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined

**Other Short-term employee benefits**

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

**l) Operating expenses**

Operating expenses are recognised in profit or loss upon utilisation of the service or as incurred.

**m) Borrowing costs**

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

**n) Fair value measurement**

The Company measures financial instruments, at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

**o) Provisions, contingent assets and contingent liabilities**

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized. However, when inflow of economic benefit is probable, related asset is disclosed.

**p) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**q) Significant management judgment in applying accounting policies and estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

**Significant management judgments and estimates**

The following are significant management judgments and estimates in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Recoverability of advances/receivables – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information

available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date

Useful lives of depreciable/amortizable assets – Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence.

**r) Revenue recognition**

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services.

The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

Revenue is recognized on satisfaction of performance obligation upon transfer of control of products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products.

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

The Company evaluates the arrangement with customers, considering underlying substance and terms and conditions of the arrangements. Revenue is accounted either on gross or net basis based on the expected discounts to be offered to customers.

**Interest Income**

Interest income is recognised on an accrual basis using the effective interest method.

**Dividend**

Dividends are recognised at the time the right to receive the payment is established.

**s) Operating Segment**

The managing committee is considered to be the 'Chief Operating Decision Maker' (CODM) as defined in IND AS 108. The Operating Segment is the level at which discrete financial information is available. The CODM allocates resources and assess performance at this level. The Company has identified the below operating segments:

a) Jewellery Manufacturing Activity.

b) Investment Activity.

**t) Accounting policy for Lease :**

**Company as a lessee :**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of lowvalue assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

As per Ind A S 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. There will not be any material effect of the said implementation of Ind As 116 to the Company.

**Company as a lessor:**

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

NOTE 1 - PROPERTY, PLANT AND EQUIPMENT

Particulars	Buildings	Office Premises	Furniture fixture and office equipments	Plant and machinery	Office equipments	Vehicles	Total	Capital work-in-progress
Gross block								
<b>As at April 01, 2018</b>	<b>313.33</b>	<b>1,417.14</b>	<b>172.24</b>	<b>532.48</b>	<b>21.28</b>	<b>300.29</b>	<b>2,756.76</b>	<b>183.07</b>
Additions	13.10	-	-	60.41	4.10	209.39	287.00	-
Deduction	-	-	-	-	-	141.11	141.11	183.07
<b>As at March 31, 2019</b>	<b>326.43</b>	<b>1,417.14</b>	<b>172.24</b>	<b>592.89</b>	<b>25.38</b>	<b>368.57</b>	<b>2,902.65</b>	<b>-</b>
Additions	18.34	-	31.13	24.96	3.75	138.84	217.02	-
Deduction	-	-	-	-	0.06	84.54	84.60	-
<b>As at March 31, 2020</b>	<b>344.77</b>	<b>1,417.14</b>	<b>203.37</b>	<b>617.85</b>	<b>29.07</b>	<b>422.87</b>	<b>3,035.07</b>	<b>-</b>

Particulars	Buildings	Office Premises	Furniture fixture and office equipments	Plant and machinery	Office equipments	Vehicles	Total	Capital work-in-progress
Accumulated depreciation								
<b>As at April 01, 2018</b>	<b>279.89</b>	<b>331.06</b>	<b>136.58</b>	<b>435.22</b>	<b>18.32</b>	<b>156.08</b>	<b>1,357.15</b>	<b>-</b>
Depreciation charge during the year	3.15	52.86	8.46	25.42	1.60	84.27	175.76	-
Deduction	-	-	-	-	-	95.37	95.37	-
<b>As at March 31, 2019</b>	<b>283.04</b>	<b>383.92</b>	<b>145.04</b>	<b>460.64</b>	<b>19.92</b>	<b>144.98</b>	<b>1,437.54</b>	<b>-</b>
Depreciation charge during the year	4.70	50.29	7.39	25.88	2.62	85.86	176.74	-
Deduction	-	-	-	-	-	57.97	57.97	-
<b>As at March 31, 2020</b>	<b>287.74</b>	<b>434.21</b>	<b>152.43</b>	<b>486.52</b>	<b>22.54</b>	<b>172.87</b>	<b>1,556.31</b>	<b>-</b>
<b>Net carrying amount as at March 31, 2020</b>	<b>57.03</b>	<b>982.93</b>	<b>50.94</b>	<b>131.33</b>	<b>6.53</b>	<b>250.00</b>	<b>1,478.76</b>	<b>-</b>
<b>Net carrying amount as at March 31, 2019</b>	<b>43.39</b>	<b>1,033.22</b>	<b>27.20</b>	<b>132.23</b>	<b>5.46</b>	<b>223.58</b>	<b>1,465.08</b>	<b>-</b>

No Assets are pledged as security.

# Goldiam International Limited

## NOTE 2 - INVESTMENT PROPERTY

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Gross block</b>		
Opening gross carrying amount	193.57	-
Additions	-	193.57
<b>Closing gross carrying amount</b>	<b>193.57</b>	193.57
<b>Accumulated depreciation</b>		
Opening accumulated depreciation	-	-
Depreciation charge for the year	-	-
<b>Closing accumulated depreciation</b>	<b>-</b>	-
<b>Net carrying amount as at March 31, 2020</b>	<b>193.57</b>	-
<b>Net carrying amount as at March 31, 2019</b>	<b>-</b>	193.57

The fair values of investment properties have been determined by independent valuer, as per the valuation report the value of Investment property is ₹ 220.00 lakhs (Pervious year ₹197.60 lakhs) as on March 31, 2020, All resulting fair value estimates for investment properties are included in level 3.

## NOTE 3 - INTANGIBLE ASSETS

Particulars	Computer software	Total
<b>Gross block</b>		
<b>As at April 01, 2018</b>	<b>109.30</b>	109.30
Additions	-	-
Deduction	-	-
<b>As at March 31, 2019</b>	<b>109.30</b>	109.30
Additions	-	-
Deduction	-	-
<b>As at March 31, 2020</b>	<b>109.30</b>	109.30
Accumulated amortisation and impairment		
<b>As at April 01, 2018</b>	<b>54.46</b>	54.46
Amortisation charge during the year	21.86	21.86
Impairment loss during the year	-	-
<b>As at March 31, 2019</b>	<b>76.32</b>	76.32
Amortisation charge during the year	18.56	18.56
Impairment loss during the year	-	-
<b>As at March 31, 2020</b>	<b>94.88</b>	94.88
<b>Net carrying amount as at March 31, 2020</b>	<b>14.42</b>	14.42
<b>Net carrying amount as at March 31, 2019</b>	<b>32.98</b>	32.98

## NOTE 4 - INVESTMENT IN SUBSIDIARIES AND ASSOCIATES

Particulars	No. Of Share/ Bond Unit	As at March 31, 2020	No. Of Share/ Bond Unit	As at March 31, 2019
<b>A) Investments in subsidiaries :</b>				
<b>In Equity Instruments at cost, fully paid-up</b>				
Unquoted				
Diagold Designs Limited	1,672,548	384.09	2,039,658	468.39
Goldiam Jewellery Limited	1,000,000	100.00	1,000,000	100.00
Goldiam USA Inc	200	72.00	200	72.00
<b>In Equity Instruments at cost, fully paid-up</b>				
Unquoted				
Goldiam HK Limited (Face Value of HK\$ 1 each)	1,495,681	81.95	1,495,681	81.95
<b>Total</b>		<u><u>638.04</u></u>		<u><u>722.34</u></u>

## NOTE 4(a) - NON CURRENT INVESTMENTS

### A) Investment in Other Equity Instruments

Unquoted, fully paid up

Classic Diamonds (I) Ltd	5	-	5	-
S.B. & T International Ltd	1	-	1	-
Shrenuj & Co Ltd	10	-	10	-
Sip Technologies Limited	1,891	-	1,891	-
Winsome Diamonds And Jewellery Ltd	1	-	1	-

### B) Investment in Tax Free Bonds

Quoted (FVOCI)

8.10% Tax Free Housing and Urban Development Corporation Limited 10 Yrs Bond	8,676	91.53	8,676	91.58
8.40% Tax Free Indian Railway Finance Corporation Ltd SR-92 15 Yrs Bond	20,000	218.00	20,000	250.00
7.25% Tax Free Indian Railway Finance Corporation Ltd SR-104 20 Yrs Bond	9,060	105.01	9,060	103.74
8.20% Tax Free National Highways Authority of India 10Years Bond	7,417	79.96	7,417	80.85
7.35% Tax Free Power Finance Corporation Ltd SR 3A 30 Yrs Bond	1,284	45.06	1,284	14.48

### C) Investment Preference Shares

Quoted, fully paid up (FVOCI)

8% L & T Finance Holdings Ltd - Cumulative, Compulsorily Redeemable, Non-Convertible Preference Shares (17/11/2022)	1,000,000	1,050.00	-	-
15.99% IL&FS Limited Non Convertible Redeemable Cumulative Preference Share 16/05/2021	-	-	1,880	-

# Goldiam International Limited

Particulars	No. Of Share/ Bond Unit	As at March 31, 2020	No. Of Share/ Bond Unit	As at March 31, 2019
<b>D) Investment in Mutual Fund</b>				
Unquoted- Fully paid up (FVOCI)				
Axis Fixed Term Plan - Series 97 (1116 Days) Growth	2,500,000.000	<b>269.81</b>	2,500,000.000	261.10
DSP FMP - Series 238 - 36M - Regular - Growth	4,000,000.000	<b>461.50</b>	4,000,000.000	423.61
Kotak FMP Series 220 - Growth (Regular Plan)	-	-	2,001,444.000	215.37
Kotak FMP Series 239 - Growth (Regular Plan)	3,000,000.000	<b>344.27</b>	3,000,000.000	315.25
Kotak FMP Series 257 - Growth (Regular Plan)	2,000,000.000	<b>225.84</b>	2,000,000.000	205.36
UTI Fixed Term Income Fund Series XXIX - XIII (1122 Days)- Growth Plan	2,500,000.000	<b>260.17</b>	2,500,000.000	262.32
<b>E) Investment in Debentures</b>				
Unquoted- fully paid up (FVOCI)				
L&T Finance Ltd Series M OF FY 2018-19 - MLD	-	-	30	304.53
Reliance Commercial Finance Ltd - (NCMLD) Debentures Series RCF/02	-	-	27	281.72
Note (*): (MLD refers to Market Link Debentures.)				
<b>F) Investment in Venture Capital Funds</b>				
Unquoted (FVOCI)				
ASK Real Estate Special Opportunities Fund - II	332.50	<b>427.01</b>	245	297.61
ASK Real Estate Special Situations Fund - I	225	<b>238.67</b>	225	220.54
ICICI Prudential Real Estate AIF-I (class A)	168,328	<b>180.41</b>	193,372	202.91
Kotak Alternate Opportunities ( India ) Fund	-	<b>5.46</b>	-	15.59
Kshitij Venture Capital Fund	30,000	<b>2.30</b>	30,000	2.26
		<b>4,005.00</b>		<b>3,548.82</b>
Aggregate amount of quoted investments		<b>1,589.56</b>		540.65
Aggregate market value of listed and quoted investments		<b>1,589.56</b>		540.65
Aggregate amount of unquoted investments		<b>3,053.48</b>		3,730.51
Aggregate Provision for Impairment in the Value of Investments		<b>0.19</b>		0.19

## NOTE 5 - LONG TERM LOANS AND ADVANCES

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Loans Receivables considered good - Unsecured</b>		
Advance Tax	<b>12.73</b>	12.73
Loans which have significant increase in Credit Risk	-	-
Loans - credit impaired	-	-
<b>Total</b>	<b>12.73</b>	<b>12.73</b>

## NOTE 6 - OTHER NON CURRENT FINANCIAL ASSETS

Particulars	As at March 31, 2020	As at March 31, 2019
Security Deposits	20.47	22.30
<b>Total</b>	<u>20.47</u>	<u>22.30</u>

## NOTE 7 - DEFERRED TAX ASSETS

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred tax asset arising on account of Provision for employee benefits	0.80	1.20
Deferred tax assets arising on account of Financial assets at fair value through P&L	190.74	200.37
Deferred tax assets arising on account of Provision for Doubtful Debts	-	-
<b>TOTAL OF DEFERRED TAX ASSETS</b>	<u>191.54</u>	<u>201.57</u>
Deferred tax liability arising on account of Difference between accounting base and tax base of PPE	30.85	50.83
<b>TOTAL OF DEFERRED TAX LIABILITY</b>	<u>30.85</u>	<u>50.83</u>
<b>NET DEFERRED TAX ASSETS / (LIABILITY)</b>	<u>160.69</u>	<u>150.74</u>

## NOTE 8- INVENTORIES

Particulars	As at March 31, 2020	As at March 31, 2019
Raw materials	800.45	861.18
Stock in Process	172.91	94.26
Finished goods	246.49	128.26
Stock of Consumable Stores & Spare parts (at cost)	17.84	15.94
<b>Total</b>	<u>1,237.69</u>	<u>1,099.64</u>

## NOTE 9 - NON-CURRENT INVESTMENTS

Particulars	No. Of Share/ Bond Unit	As at March 31, 2020	No. Of Share/ Bond Unit	As at March 31, 2019
<b>A) Investment in Equity Instruments</b>				
Quoted, fully paid up (FVOCI)				
Reliable Ventures India Ltd	50,000	-	50,000	6.83
Titan Industries Ltd	20	0.19	20	0.23
<b>B) Investment in Mutual Fund</b>				
Unquoted- Fully paid up (FVOCI)				
Kotak FMP Series 183 - Growth (Regular Plan)	-	-	2,500,000.000	307.61
Kotak FMP Series 220 - Growth (Regular Plan)	2,001,444.000	235.07	-	-
Aditya Birla Sunlife Liquid Fund - Regular Plan - Growth	315,752.946	1,003.29	-	-
Aditya Birla Sunlife Savings Fund - Regular Plan - Growth	320,003.072	1,272.08		
DSP Credit Risk Fund-Regular Plan-Growth	-	-	1,723,143.313	483.62
Franklin India Credit Risk Fund - Growth	-	-	3,581,160.984	701.16
Franklin India Short Term Income Plan - Retail Plan - Growth	-	-	26,342.574	1,050.54



# Goldiam International Limited

Particulars	No. Of Share/ Bond Unit	As at March 31, 2020	No. Of Share/ Bond Unit	As at March 31, 2019
Franklin India Ultra Short Bond Fund-Super Institutional Plan-Daily Dividend Reinvestment	-	-	2,011,895.318	203.02
Franklin India Ultra Short Bond Fund-Super Institutional Plan-Growth	753,735.703	207.32	-	-
HDFC Credit Risk Debt Fund - Regular Plan - Growth	2,224,813.973	370.34	2,224,813.973	339.40
HDFC Overnight Fund - Regular Plan - Growth	37227.731	1,100.02	-	-
ICICI Prudential Savings Fund - Growth	537,293.105	2,081.20	1,112,187.002	3,988.89
ICICI Prudential Credit Risk Fund - Growth	1,730,153.695	376.27	1,730,153.695	343.76
Kotak Floating Rate Fund - Regular Plan - Growth	95,918.763	1,019.52	-	-
Kotak Liquid Fund - Regular Plan - Growth	52,267.684	2,090.96	-	-
HDFC Balance Advantage Fund-Regular Plan-Dividend	-	-	861,725.781	256.25
ICICI Prudential Equity & Debt Fund - Monthly Dividend	-	-	3,147,358.353	721.65
Kotak Standard Multicap Fund - Regular Plan - Growth	127,291.393	34.04	-	-
<b>C) Investment in Debentures</b>				
Unquoted- fully paid up (FVOCI)				
L&T Finance Ltd Series M OF FY 2018-19 - MLD	30	332.19	-	-
Reliance Commercial Finance Ltd - (NCMLD) Debentures Series RCF/02	27	-	-	-
		<b>10,122.49</b>		<b>8,402.96</b>
Aggregate amount of quoted investments		<b>0.19</b>		7.06
Aggregate market value of listed and quoted investments		<b>0.19</b>		7.06
Aggregate amount of unquoted investments		<b>10,122.30</b>		8,395.90
Aggregate Provision for Impairment in the Value of Investments		<b>281.72</b>		-

## NOTE 10 - TRADE RECEIVABLES

Particulars	As at March 31, 2020	As at March 31, 2019
Outstanding for a period exceeding six months from the date they are due for payment		
Unsecured considered good	101.84	139.57
Doubtful	-	-
	<b>101.84</b>	<b>139.57</b>
Less : Provision for doubtful receivables	-	-
	<b>101.84</b>	<b>139.57</b>
Other receivables		
Unsecured, considered good	2,734.63	5,104.67
Less : Provision for doubtful receivables	-	-
	<b>2,734.63</b>	<b>5,104.67</b>
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - credit impaired	-	-
Total	<b>2,836.47</b>	<b>5,244.24</b>

## NOTE 11 - CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2020	As at March 31, 2019
Cash on hand	41.71	43.71
Bank balances		
- Current Account	315.70	390.02
- EEFC Account	2,191.63	2,164.88
- Fixed Deposit with Banks	28.25	26.64
<b>Total</b>	<u>2,577.29</u>	<u>2,625.25</u>

## NOTE 12 - OTHER BANK BALANCES

Particulars	As at March 31, 2020	As at March 31, 2019
Margin money deposits	5.20	11.10
Unclaimed dividend account	61.59	51.39
<b>Total</b>	<u>66.79</u>	<u>62.49</u>

## NOTE 13 - SHORT TERM LOANS AND ADVANCES

Particulars	As at March 31, 2020	As at March 31, 2019
Inter Corporate deposit	2,300.00	2,500.00
Others	106.38	88.04
<b>Total</b>	<u>2,406.38</u>	<u>2,588.04</u>

## NOTE 14 - OTHER CURRENT ASSETS

Particulars	As at March 31, 2020	As at March 31, 2019
Balance with govt authorities	42.95	48.86
Prepaid expenses	9.05	9.33
<b>Total</b>	<u>52.00</u>	<u>58.19</u>

## NOTE 15 - SHARE CAPITAL AND OTHER EQUITY

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Share capital</b>		
<b>Authorised shares</b>		
31000000 Equity Shares of ₹ 10/- each	<u>3,100.00</u>	<u>3,100.00</u>
(Previous year 31000000 Equity Shares of ₹ 10/- each)		
<b>Issued, subscribed and fully paid-up shares</b>		
22174923 Equity Shares of ₹ 10/- each	2,217.49	2,296.60
(Previous Year 24965996 Equity Shares of ₹ 10/- each)		
	<u>2,217.49</u>	<u>2,296.60</u>

# Goldiam International Limited

## (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	Nos.	₹ in Lakhs
Balance as at 01st April 2018	24,945,996	2,494.60
Changes during the period	-	-
Buy Back of Equity Share	(1,980,000)	(198.00)
<b>Balance as at 31st March 2019</b>	<b>22,965,996</b>	<b>2,296.60</b>
Changes during the period	-	-
Buy Back of Equity Share	(791,073)	(79.11)
<b>Balance as at 31st March 2020</b>	<b>22,174,923</b>	<b>2,217.49</b>

## (b) Terms/ rights attached to equity shares

The company has only one class of equity shares having par value of ₹.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (c) Details of shareholders holding more than 5% shares in the Company (as per the register of members of the Company are as under)

Name of the shareholder	As at March 31, 2020		As at March 31, 2019	
	Nos. of Shares	% holding in the class	Nos. of Shares	% holding in the class
Equity shares of ₹ 10/- each fully paid				
Mr. Rashesh Manhar Bhansali	10,000,000	45.10%	10,000,000	43.54%
Mr. Anmol Rashesh Bhansali	3,340,000	15.06%	3,303,428	14.38%
Mrs. Shobhnaben Manharkumar Bhansali	1,094,672	4.94%	-	0.00%
M/s Diajewel N.V.	-	0.00%	794,889	3.46%

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

## d) Interim Dividend on Equity Shares

The Board of Directors at its meeting held on Aug 12, 2019 have recommended and declared a payment of interim dividend of ₹ 2.00 (i.e. 20%) per equity share of ₹ 10/- each for the Financial Year ended March 31, 2020 on 22,965,996 equity shares.

The Board of Directors at its meeting held on Feb 12, 2020 have recommended and declared a payment of interim dividend of ₹ 3.00 (i.e. 30%) per equity share of ₹ 10/- each for the Financial Year ended March 31, 2020 on 22,965,996 equity shares.

## NOTE 16 - OTHER EQUITY

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Capital Redemption Reserve</b>		
a) As per Balance Sheet	406.68	208.68
Add : Transfer from Equity Share Capital	79.11	198.00
	<u>485.79</u>	<u>406.68</u>

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Particulars	As at March 31, 2020	As at March 31, 2019
<b>Capital Reserve</b>		
a) As per Balance Sheet	479.70	479.70
	<u>479.70</u>	<u>479.70</u>
<b>General reserve</b>		
a) As per Balance Sheet	3,277.78	5,055.38
Less : Utilisation for Buy Back of Equity Shares	(1,234.36)	(1,777.60)
	<u>2,043.42</u>	<u>3,277.78</u>
<b>Retained Earning</b>		
Balance as per the last financial statements	16,511.03	15,205.14
Profit for the year	2,363.29	2,310.73
Less: Appropriations		
Interim equity dividend	1,148.30	459.32
Tax on interim equity dividend	236.14	94.41
Dividend on equity shares	229.66	374.19
Tax on equity dividend	47.21	76.92
Buy Back expenses	24.33	-
Income Tax on Buy Back of Shares	287.56	-
Closing Balance	<u>16,901.12</u>	<u>16,511.03</u>
<b>TOTAL</b>	<u>19,910.03</u>	<u>20,675.19</u>

**a) Capital Redemption Reserve**

The Company has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back. During the year the increase in reserve is on account of buy back of equity shares.

**b) Capital Reserves**

Capital redemption reserve was created on forfeiture of share warrant application money. The balance will be utilised in accordance with the provision of the Companies Act, 2013.

**c) General Reserve**

The Company created general reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to general reserve before declaring dividends. As per the Companies Act 2013, the requirement to transfer profits to general reserve is not mandatory. General reserve is a free reserve available to the Company.

**NOTE 17 - SHORT TERM BORROWINGS**

Particulars	As at March 31, 2020	As at March 31, 2019
Packing Credit In Foreign Currency With Citibank	378.33	691.55
<b>Total</b>	<u>378.33</u>	<u>691.55</u>

(Secured by Pledge on investments in Fixed Maturity Plans (FMP)/Debt Funds through CITI Bank N.A. and Deemed Promissory Note of ₹2500.00 lakhs and Letter of Continuity)

# Goldiam International Limited

Particulars	Unit
Aditya Birla Sun Life Saving Fund - Growth- Regular Plan	320003.072

(Secured by Pledge of Mutual Funds/Bonds through Kotak Mahindra Bank Limited of ₹ 2000.00 lakhs)

Particulars	Unit
Kotak Floating Rate Fund Growth ( Regular Plan)	95918.763

Details of term of repayment and rate of interest are as set out below :

Type of Loan	Rate of Interest	Maturity Period
Pre-shipment credit in foreign currency	3.11%	Feb-21

## NOTE 18 - TRADE PAYABLES

Particulars	As at March 31, 2020	As at March 31, 2019
Total outstanding dues of micro enterprises and small enterprises	2.77	5.74
Total outstanding dues other than micro enterprises and small enterprises	2,954.42	2,188.24
<b>Total</b>	<b>2,957.19</b>	<b>2,193.98</b>

### Details of Dues to Micro, Medium and Small Enterprises

Particulars	As at March 31, 2020	As at March 31, 2019
(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year	2.77	5.74
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	NIL	NIL
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	0.21	0.13
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year	0.34	0.13
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL

## NOTE 19 - OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2020	As at March 31, 2019
a) Statutory dues payable	11.04	8.68
b) Salaries due to director	122.57	34.80
c) Trade / Security Deposits	0.50	0.50
d) Advance received from clients	1.92	19.67
e) Unclaimed dividend (*)	61.59	51.39
<b>Total</b>	<b>197.62</b>	<b>115.04</b>

(\*) Investor Education and Protection Fund ('IEPF')- as at March 31, 2020, there is no amount due and outstanding to be transferred to the IEPF by the company. Unclaimed Dividend, if any, shall be transferred to IEPF as and when they become due.

## NOTE 20 - SHORT TERM PROVISIONS

Particulars	As at March 31, 2020	As at March 31, 2019
(i) Provision for tax (net of prepaid taxes)	136.34	230.34
(a) Provision for employee benefits:		
(i) Provision for gratuity (Refer Note No. 25)	22.61	18.86
(ii) Provision for Leave Salary	3.18	7.81
<b>Total</b>	<u>162.13</u>	<u>257.01</u>

## NOTE 21 - REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from Sale of products		
(a) Manufactured goods	14,841.41	15,642.51
(b) Traded goods	1,367.66	1,340.22
	<u>16,209.07</u>	<u>16,982.73</u>

### Revenue from Sale of products comprises

#### (a) Manufactured goods

Sales of gold Jewellery	14,833.14	15,501.56
Sales of Silver Jewellery	8.27	140.95
	<u>14,841.41</u>	<u>15,642.51</u>

#### (b) Traded goods

Sales of Cut & Polished Diamond	1,293.85	1,271.73
Sale of Colour Stone	0.42	-
Sale of Gold & Wax	26.32	68.49
Sale of Gold Mounting	47.07	-
	<u>1,367.66</u>	<u>1,340.22</u>

## NOTE 22 - OTHER INCOME

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest received	508.28	445.51
Dividend on Shares and Units of Mutual Funds	80.95	169.21
Commission received	-	17.75
Profit on sale of Current and Non Current Investments (Net)	-	38.07
Profit on sale of fixed assets	5.95	9.51
Net gain on foreign currency transaction and translation	398.18	268.46
Miscellaneous Income	44.87	27.48
Credit balance written	24.41	57.20
Consultancy and Labour Charges	-	15.35
Provision for Doubtful Debt Reversed	-	25.00
Discount	0.36	-
Sale of Scrap	1.23	-
Rent Income	7.36	7.92
<b>Total</b>	<u>1,071.59</u>	<u>1,081.45</u>

# Goldiam International Limited

## NOTE 23 - COST OF RAW MATERIALS AND COMPONENTS CONSUMED

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Opening Stock	861.18	1,283.67
Add: Purchases		
Gold	4,195.77	3,631.94
Cut & Polished Diamonds	7,243.25	7,396.03
Gold Mounting	13.13	-
Gold Findings	62.83	28.98
Alloy	20.10	20.67
Silver	0.79	-
Colour Stone	0.61	2.87
Silver Findings	-	1.93
Semi Finished Gold Jewellery	3.04	12.52
Semi Finished Silver Jewellery	7.27	0.33
	<u>12,407.97</u>	<u>12,378.94</u>
Less : Closing Stock	800.45	861.18
<b>Total</b>	<u><u>11,607.52</u></u>	<u><u>11,517.76</u></u>

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(a) Raw Materials Consumed Comprise		
Gold	4,191.59	3,577.00
Cut & Polished Diamonds	7,322.89	7,871.93
Platinum	0.48	1.18
Gold Findings	53.60	26.40
Alloy	14.45	13.37
Colour Stone	0.78	2.61
Silver Models	0.54	3.67
Silver Findings	0.00	1.89
Semi Finished Gold Jewellery	3.04	12.51
Semi Finished Silver Jewellery	7.03	-
Gold Mounting	13.12	-
Trade Designs	-	7.21

(b) (b) 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 31.03.2020	Percentage 31.03.2019
	31.03.2020	31.03.2019		
Raw Materials				
(i) Imported	1,369.52	4,793.80	11.80%	41.62%
(ii) Indigenous	10,238.00	6,723.98	88.20%	58.38%

## NOTE 24 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Inventories at the beginning of the year</b>		
Finished goods	128.26	437.19
Work-in-progress	94.26	166.57
	<u>222.52</u>	<u>603.76</u>
<b>Inventories at the end of the year</b>		
Finished goods	246.49	128.26
Work-in-progress	172.91	94.26
	<u>419.40</u>	<u>222.52</u>
	<u>(196.88)</u>	<u>381.24</u>

## NOTE 25 - EMPLOYEE BENEFIT EXPENSES

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Salaries, Wages, Bonus & Ex-gratia	434.41	329.21
Contribution to E.S.I.C.	1.45	2.00
Contribution to Provident Fund	2.81	2.63
Provision / Contribution to Group Gratuity and LIC	5.21	4.58
Workmen & Staff Welfare expenses	17.43	15.78
<b>Total</b>	<u>461.31</u>	<u>354.20</u>

(a) As per Ind As 19 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

Defined Contribution Plan :

Contribution to Provident Fund is ₹ 2.81 lakhs (Previous year ₹ 2.63 lakhs ), ESIC and Labour Welfare Fund includes ₹ 1.45 lakhs (Previous year ₹ 2.00 lakhs).

Defined Benefit Plan :

Gratuity and Leave Encashment:

The Company makes partly annual contribution to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, a funded benefit plan for qualifying employees. 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.

Assumptions	Gratuity		Leave Encashment	
	Funded 31.03.20	Funded 31.03.19	Non Funded 31.03.20	Non Funded 31.03.19
<b>Amount in INR</b>				
<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	18.86	13.22	7.80	6.05
Current service cost	4.57	4.15	0.40	1.30
Past Service cost	-	(0.01)	-	-
Interest cost	1.29	1.01	0.39	0.41
Actuarial (gain) / loss	(2.11)	0.82	(1.19)	1.71
Benefits paid	-	(0.34)	(4.22)	(1.66)
Present Value of obligation as at the end of the year	<u>22.61</u>	<u>18.86</u>	<u>3.18</u>	<u>7.80</u>



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Assumptions	Gratuity		Leave Encashment	
	Funded 31.03.20	Funded 31.03.19	Non Funded 31.03.20	Non Funded 31.03.19
<b>Amount in INR</b>				
<b>Change in Plan Assets</b>				
Plan assets at period beginning, at fair value	8.00	7.38	-	-
Expected return on plan assets	0.64	0.58	-	-
Actuarial (gain) / loss	-	(0.09)	-	-
Contributions	0.47	0.48	4.22	1.66
Benefits paid	-	(0.34)	(4.22)	(1.66)
Plan assets at period end, at fair value	-	-	-	-
	<u>9.11</u>	<u>8.00</u>	<u>-</u>	<u>-</u>
<b>Fair Value of Plan Assets</b>				
Fair Value of plan assets at the beginning of the year	8.00	7.38	-	-
Actual return on plan assets	0.64	0.58	-	-
Contributions	0.47	0.48	-	-
Benefits paid	-	(0.34)	4.22	1.66
Fair Value of plan assets at the end of the year	-	-	(4.22)	(1.66)
Funded status	(9.11)	(8.10)	-	-
Excess of Actual over estimated return	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>
<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	22.61	18.86	-	7.80
Fair value of plan assets as at the end of the year	9.11	8.00	-	-
Funded status	-	-	-	-
Net asset/(liability) recognized in Balance Sheet	<u>13.50</u>	<u>10.86</u>	<u>-</u>	<u>7.80</u>
<b>Expenses for the year</b>				
Current service cost	-	-	0.40	1.30
Interest cost on benefit obligation	4.57	4.15	0.39	0.41
Expected return on plan assets	1.29	1.01	-	-
Net actuarial (gain)/loss recognised in the year	(0.64)	(0.58)	(1.19)	1.71
Total expenses recognised in the P & L A/c	<u>5.22</u>	<u>4.58</u>	<u>(0.40)</u>	<u>3.41</u>
<b>Remeasurement of the net defined benefit plans:</b>				
Actuarial (Gain) / Losses due to Demographic Assumption changes in DBO	0.00	4.84	-	0.83
Actuarial (Gain) / Losses due to Financial Assumption changes in DBO	3.57	(9.41)	0.30	(2.55)
Actuarial (Gain)/ Losses due to Experience on DBO	(5.68)	5.40	(1.49)	3.43
Return on Plan Assets (Greater) / Less than Discount rate	-	0.09	-	-
Total Accrual Gain / Loss included in Other Comprehensive Income	<u>(2.11)</u>	<u>0.92</u>	<u>(1.19)</u>	<u>1.71</u>

## NOTE 26 - FINANCE COSTS

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest on Bank Loan & Others	11.19	48.77
Net gain on foreign currency transaction and translation on Bank Loan	0.52	61.44
<b>Total</b>	<u>11.71</u>	<u>110.21</u>

## NOTE 27 - OTHER EXPENSES

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Stores & Spares	52.10	44.24
Power & Water	78.04	72.26
Machinery & Electrical Repairs	16.56	25.89
Grooving Charges & Labour charges	0.15	1.21
Insurance (Building)	0.09	0.26
Other Manufacturing Expenses	634.26	608.42
Insurance charges	1.44	0.21
Rent, Rates & Taxes	56.81	58.08
Repairs & Maintenance others	23.31	14.60
Advertisement	1.83	4.90
Travelling and Conveyance	61.03	22.98
Bank charges	6.28	6.39
Telephone charges	4.93	4.92
Corporate Social Responsibility Contribution (Refer Note-41)	50.00	41.65
Printing & Stationery	10.09	8.14
Auditors' Remuneration (Refer Note-31)	2.75	2.75
Donation	0.27	0.27
Vehicle expenses	19.95	14.47
Loss on sale of Current and Non Current Investments (Net)	31.53	-
Bad Debts	18.27	-
ECGC Premium	0.41	0.61
Discount	-	249.59
General Expenses	274.63	255.10
<b>Total</b>	<b>1,344.73</b>	<b>1,436.94</b>

### Consumable Stores & Spares

Particulars	Amount in INR		Percentage	
	31.03.2020	31.03.2019	31.03.2020	31.03.2019
a) Imported	33.80	22.56	64.88%	50.99%
b) Indigenous	18.30	21.68	35.12%	49.01%

## NOTE 28 - PROVISION FOR CURRENT AND DEFERRED TAX

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Current tax</b>		
Current tax on profits for the year	667.67	835.05
Adjustments for current tax of prior periods	(8.72)	31.65
<b>Total current tax expense</b>	<b>658.95</b>	<b>866.70</b>
Deferred tax		
(Decrease)/increase in deferred tax assets	(9.96)	(31.19)
<b>Total deferred tax expense/(benefit)</b>	<b>(9.96)</b>	<b>(31.19)</b>
<b>Income tax expense</b>	<b>648.99</b>	<b>835.51</b>

# Goldiam International Limited

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Reconciliation of tax expense and the accounting profit multiplied by India's tax rate</b>		
Accounting profit before income-tax	2,553.20	2,793.42
Applicable Indian statutory income-tax rate	25.17%	29.12%
Computed expected tax expense	642.56	813.44
<b>Tax effect of</b>		
Expenses disallowed	88.60	73.81
Expenses allowed	(81.49)	(74.68)
Effect of deductible expenses	-	(6.06)
Tax effect for income taxable under other head of Income	7.37	-
Interest payable on Tax	10.63	28.52
Current tax provision	667.67	835.03

## NOTE 29 - EARNING PER SHARE

Particular	Year ended March 31, 2020	Year ended March 31, 2019
Profit after Tax	1,904.21	1,957.91
No. of shares outstanding	22903144	24285996
Weighted Average No. of shares + potential shares o/s	22903144	24285996
Earning per share (Basic)	8.31	8.06
Earning per share (Diluted)	8.31	8.06

## NOTE 30 - VALUE OF IMPORTS ON C.I.F. BASIS

Particular	Year ended March 31, 2020	Year ended March 31, 2019
1. Raw Materials	1,335.63	5,005.81
2. Consumable Stores	33.82	23.08

## NOTE 31 - REMUNERATION TO AUDITORS

Particular	Year ended March 31, 2020	Year ended March 31, 2019
As Auditors	2.48	2.48
Tax Audit Fees	0.28	0.28
<b>Total</b>	<b>2.75</b>	<b>2.75</b>

## NOTE 32 - RELATED PARTY TRANSACTIONS

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

Relationship	Name of the Related Party
Subsidiaries	Diagold Designs Limited Goldiam Jewellery Limited Goldiam USA, Inc.
Associates	Goldiam HK Ltd
Other entities in which KMP has significant influence	Eco-Friendly Diamond LLP M.R.Bhansali & Co.
Key Management Personnel	Mr. Rashesh M. Bhansali (Executive Chairman) Mr. Anmol R. Bhansali (Whole Time Director Director)
Relative of Key Management Personnel	Mrs. Tulsi Gupta (Daughter of Executive Chairman)

Details of transactions between the Company and its related parties are disclosed below:

b) Transactions during the year with related parties:

Sr. No.	Particulars	(Amounts are in lakhs unless stated otherwise)																		
		Subsidiaries		Associates		Other entities in which KMP has significant influence		Key Management Personnel												
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19									
1	<b>Commission received</b>																			
	Goldiam Jewellery Limited	-	1775	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2	<b>Sale of goods</b>																			
	Goldiam Jewellery Limited	2,846.82	2,219.42	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Diagold Designs Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Goldiam USA Inc.	12,113.62	13,615.53	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Goldiam Hong Kong	-	-	-	1.46	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
3	<b>Purchase of goods</b>																			
	Goldiam Jewellery Limited	648.25	548.37	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Diagold Designs Limited	0.00	8.30	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Goldiam USA Inc.	1,182.85	671.70	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Eco- Friendly Diamonds LLP	-	-	-	-	11.88	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Goldiam HK Limited	-	-	8.05	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
4	<b>Labour Charges received</b>																			
	Goldiam Jewellery Limited	3.31	8.18	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
5	<b>Labour Charges Expenses</b>																			
	Diagold Designs Limited	-	4.41	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
6	<b>Buy back of Share</b>																			
	Diagold Designs Limited	120.08	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
7	<b>Rent</b>																			
	Goldiam Jewellery Ltd.	2.40	2.40	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Eco-Friendly Diamond LLP	-	-	-	-	3.60	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	M.R.Bhansali & Co.	-	-	-	-	1.36	-	-	-	-	-	-	-	-	-	-	-	-	-	-
8	<b>Consultancy Charges Recd</b>																			
	Diagold Designs Limited	-	27.40	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
9	<b>Purchase of Fixed Assets</b>																			
	Diagold Designs Limited	6.29	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Eco-Friendly Diamond LLP	-	-	-	-	0.06	-	-	-	-	-	-	-	-	-	-	-	-	-	-
10	<b>Payments to &amp; provision for Directors' remuneration</b>																			
	Rashesh M. Bhansali	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	146.09
	Anmol R. Bhansali	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	29.88

(Amounts are in lakhs unless stated otherwise)

Sr. No.	Particulars	Subsidiaries		Associates		Other entities in which KMP has significant influence		Key Management Personnel	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	<b>Outstanding Receivables</b>								
	Goldiam Jewellery Limited	367.62	667.96	-	-	-	-	-	-
	Goldiam USA Inc.	1,845.23	4,868.09	-	-	-	-	-	-
	Goldiam HK Limited	-	-	0.31	1.46	-	-	-	-
2	<b>Outstanding Payables</b>								
	Goldiam Jewellery Limited	0.29	-	-	-	-	-	-	-
	Diagold Designs Limited	-	0.95	-	-	-	-	-	-
	Goldiam USA Inc.	47.43	6.73	-	-	-	-	-	-
	Rashesh M. Bhansali	-	-	-	-	-	-	26.66	32.76
	Anmol R. Bhansali	-	-	-	-	-	-	95.92	2.04

## NOTE 33 - FINANCIAL INSTRUMENTS / FORWARD CONTRACTS:

### a) Forward Contracts

The Company is exposed to foreign currency fluctuations on foreign currency assets and forecasted cash flow denominated in foreign currency. The Company limits the effects of foreign exchange rate fluctuations by following established risk management policies. The Company enters into forward contracts, where the counterparty is a Bank. The forward contracts are not used for trading or speculation purposes.

### b) Unhedged foreign currency exposure

Particular	Currency	31.03.2020		31.03.2019	
		In lakhs	In lakhs	In lakhs	In lakhs
Outstanding Receivables	USD	\$ 10.75 ₹	813.53	\$ 58.33 ₹	4,033.67
Outstanding creditors for goods and spares	USD	\$ 20.53 ₹	1,553.04	\$ 27.91 ₹	1,929.83
Outstanding creditors for goods and spares	EURO	€ 0.01057 ₹	0.87	€ 0.00631 ₹	0.49
Exchange Earner's Foreign Currency a/c with Banks	USD	\$ 28.96 ₹	2,191.63	\$ 31.30 ₹	2,164.88
Packing credit in foreign currency with Bank	USD	\$ 5.00 ₹	378.33	\$ 10.00 ₹	691.55

## NOTE 34 - SEGMENT INFORMATION

The managing committee is considered to be the 'Chief Operating Decision Maker' (CODM) as defined in IND AS 108. The Operating Segment is the level at which discrete financial information is available. The CODM allocates resources and assess performance at this level. The Company has identified the below operating segments:

- a) Jewellery Manufacturing Activity.
- b) Investment Activity.
  - 1) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
  - 2) Segment assets and Segment Liabilities represents assets and liabilities in respective segments. Tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

(Amounts are in lakhs unless stated otherwise)

Segment Information	JEWELLERY		INVESTMENTS		OTHERS		TOTAL	TOTAL
			ACTIVITY		(Unallocated)			
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019	As at March 31, 2020	As at March 31, 2019
Segment Revenue	16,691.43	17,449.46	557.70	614.72	-	-	17,249.13	18,064.18
Segment Results	2,105.21	2,412.74	536.69	568.09	-	-	2,641.90	2,980.83
Less: unallocated expenses net of unallocated (income)	-	-	-	-	(76.99)	(77.20)	(76.99)	(77.20)
Interest expenses (Net)	-	-	-	-	-	-	11.71	110.21
Profit before tax							2,553.20	2,793.42
Depreciation and Amortisation	-	-	-	-	-	-	195.30	197.62
Segment Assets	6,513.01	8,898.75	16,505.00	14,492.17	2,804.77	2,838.52	25,822.78	26,229.44
Segment Liabilities (excluding Shareholders' Funds)	3,513.71	2,982.66	19.43	17.91	162.13	257.01	3,695.27	3,257.58

## NOTE 35 - FINANCIAL INSTRUMENTS

### i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

### Financial assets and liabilities measured at fair value - recurring fair value measurements

(Amounts are in lakhs unless stated otherwise)

As at 31 March 2020	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Investments at fair value through OCI				
Shares	0.19	-	638.04	638.23
Mutual funds	-	11,351.70	-	11,351.70
Bonds	539.56	-	-	539.56
Other	-	-	2,236.04	2,236.04
<b>Total financial assets</b>	<b>539.75</b>	<b>11,351.70</b>	<b>2,874.08</b>	<b>14,765.53</b>
<b>As at 31 March 2019</b>				
<b>Financial assets</b>				
Investments at fair value through OCI				
Shares	7.06	-	722.34	729.40
Mutual funds	-	10,078.91	-	10,078.91
Bonds	540.65	-	-	540.65
Other	-	586.25	738.91	1,325.16
<b>Total financial assets</b>	<b>547.71</b>	<b>10,665.16</b>	<b>1,461.25</b>	<b>12,674.12</b>

### (ii) Valuation process and technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- The use of quoted market prices for investments in mutual funds.
- Use of market available inputs such as gold prices and foreign exchange rates for option to fix prices of gold in purchase contracts and foreign currency forward contracts.

## NOTE 36 - FINANCIAL RISK MANAGEMENT

### i) Financial Instruments by Category

Particulars	As at March 31, 2020		As at March 31, 2019	
	FVOCI	Amortised Cost	FVOCI	Amortised Cost
<b>Financial assets</b>				
Investments				
mutual funds, Shares and Bond	14,765.53	-	12,674.12	-
Loans				
(i) to others	-	106.38	-	88.04
(ii) to other body corporates	-	2,300.00	-	2,500.00
(iii) to long term advance	-	12.73	-	12.73
Trade receivables	-	2,836.47	-	5,244.24
Security deposits	-	20.47	-	22.30
Cash and cash equivalents	-	2,577.29	-	2,625.25
Unclaimed dividend account	-	66.79	-	62.49
<b>Total</b>	<b>14,765.53</b>	<b>7,920.13</b>	<b>12,674.12</b>	<b>10,555.05</b>

Particulars	As at March 31, 2020		As at March 31, 2019	
	FVOCI	Amortised Cost	FVOCI	Amortised Cost
<b>Financial Liabilities</b>				
Borrowings	-	378.33	-	691.55
Trade payables	-	2,957.19	-	2,193.98
Other financial liabilities	-	197.62	-	115.04
<b>Total</b>	-	<u>3,533.14</u>	-	<u>3,000.57</u>

The carrying value of trade receivables, securities deposits, insurance claim receivable, loans given, cash and cash equivalents and other financial assets recorded at amortised cost, is considered to be a reasonable approximation of fair value.

The carrying value of borrowings, trade payables and other financial liabilities recorded at amortised cost is considered to be a reasonable approximation of fair value.

## ii) Risk Management :

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost	Aging analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting sensitivity analysis	Forward contracts
Market risk - interest rate	Borrowings at variable rates	Sensitivity analysis	Mix of borrowings taken at fixed and floating rates
Market risk - gold prices	Payables linked to gold prices	Sensitivity analysis	The gold is purchase at the prevailing price from nominated agencies.
Market risk - security price	Investments in equity, Mutual Fund, securities & bond	Sensitivity analysis	Portfolio diversification

## A) Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date.

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any company of counterparties having similar characteristics. The Company has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents, mutual funds, bank deposits, loans and derivative financial instruments is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

Company provides for expected credit losses on financial assets by assessing individual financial instruments for expectation of any credit losses. Since the assets have very low credit risk, and are for varied natures and purpose, there is no trend that the company can draw to apply consistently to entire population. For such financial assets, the



# Goldiam International Limited

Company's policy is to provides for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

Detail of trade receivables that are past due is given below:

(Amounts are in lakhs unless stated otherwise)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Not due	2,425.68	4,951.02
0-30 days past due	294.79	82.19
31-60 days past due	9.57	51.09
61-90 days past due	0.05	0.31
More than	106.39	159.63
<b>Total</b>	<b>2,836.47</b>	<b>5,244.24</b>

## B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

## Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(Amounts are in lakhs unless stated otherwise)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Expiring within one year (bank overdraft and other facilities)	378.33	691.55
<b>Total</b>	<b>378.33</b>	<b>691.55</b>

## Contractual maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

(Amounts are in lakhs unless stated otherwise)

As at March 31, 2020	Payable on demand	Less than 1 year	Less than 1-2 year	Less than 2-3 year	More than 3 year	Total
Non-derivatives						
Borrowings	-	378.33	-	-	-	378.33
Trade payable	-	2,949.23	-	0.15	7.81	2,957.19
Other financial liabilities	61.59	136.03	-	-	-	197.62
<b>Total</b>	<b>61.59</b>	<b>3,463.59</b>	<b>-</b>	<b>0.15</b>	<b>7.81</b>	<b>3,533.14</b>
As at March 31, 2019	Payable on demand	Less than 1 year	Less than 1-2 year	Less than 2-3 year	More than 3 year	Total
Non-derivatives						
Borrowings	-	691.55	-	-	-	691.55
Trade payable	-	2,179.82	2.72	3.91	7.53	2,193.98
Other financial liabilities	51.39	63.65	-	-	-	115.04
<b>Total</b>	<b>51.39</b>	<b>2,935.02</b>	<b>2.72</b>	<b>3.91</b>	<b>7.53</b>	<b>3,000.57</b>

## C) Market risk - foreign exchange

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to US Dollar. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company, as per its overall strategy, uses forward contracts to mitigate its risks associated with fluctuations in foreign currency, and such contracts are not designated as hedges under Ind AS 109. The Company does not use forward contracts and swaps for speculative purposes.

### Sensitivity

The sensitivity to profit or loss from changes in the exchange rates arises mainly from financial instruments denominated in USD. In case of a reasonably possible change in ₹/USD exchange rates of +/- 5% (previous year +/- 3%) at the reporting date, keeping all other variables constant, there would have been an impact on profits of ₹ 323.48 Lakhs (previous year ₹ 358.45 Lakhs).

### Below is the summary of Expenditure In Foreign Currency

Particular	As at March 31, 2020	As at March 31, 2019
1. Foreign Travels	12.83	17.38
2. Others	30.36	55.30

### Below is the summary of Earnings In Foreign Exchange:

Particular	As at March 31, 2020	As at March 31, 2019
1. F.O.B.Value of Exports	14,146.14	15,478.99

### Below is the summary of Remittance in Foreign Exchange Currency on Account of Dividend:

Particular	As at March 31, 2020	As at March 31, 2019
No. of Foreign Company	Nil	One
No. of Shares on which remittances were made for Dividend	Nil	795489
Net Dividend (₹)	Nil	15.92

## D) INTEREST RATE RISK

### i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2020, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

### Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2020	As at March 31, 2019
Variable rate borrowing	<b>378.33</b>	-
Fixed rate borrowing	-	691.55
Total Borrowings	<b>378.33</b>	691.55

### Sensitivity

The sensitivity to profit or loss in case of a reasonably possible change in interest rates of +/- 50 basis points keeping all other variables constant, would have resulted in an impact on profits by ₹ 3.78 lakhs (previous year ₹ 6.92 Lakhs)

### ii) Assets

The Company's financial assets are carried at amortised cost and are at fixed rate only. They are, therefore, not subject to interest rate risk since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

## E) Price risk

### Exposure from investments in mutual funds:

The Company's exposure to price risk arises from investments in mutual funds held by the Company and classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments in mutual funds, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

### Sensitivity

The sensitivity to profit or loss in case of an increase in price of the instrument by 5% keeping all other variables constant would have resulted in an impact on profits by ₹ 810.45 lakhs (previous year ₹ 849.14 lakhs).

### Exposure from trade payables:

The Company's exposure to price risk also arises from trade payables of the Company that are at unfixed prices, and, therefore, payment is sensitive to changes in gold prices.

The Company applies fair value hedge for the gold purchased whose price is to be fixed in future. Therefore, there will no impact of the fluctuation in the price of the gold on the Company's profit for the period.

## NOTE 37 - CAPITAL MANAGEMENT

The Company's capital management objectives are:

- (i) to ensure the Company's ability to continue as a going concern
- (ii) to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

The Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in the economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

### The Company monitors capital on the basis of the following ratios:

#### 1. Equity ratio - Total equity divided by Total assets

(Amounts are in lakhs unless stated otherwise)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Total equity	22,127.52	22,971.79
Total Assets	25,822.79	26,229.37
<b>Equity ratio</b>	<b>85.69%</b>	<b>87.58%</b>

#### 2. Debt equity ratio – Total debt divided by Total equity

Total debt = Long term borrowings + Short term borrowings

(Amounts are in lakhs unless stated otherwise)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Total debts	378.33	691.55
Total equity	22,127.52	22,971.79
<b>Debt Equity Ratio</b>	<b>1.71%</b>	<b>3.01%</b>

### 3. Dividends Equity shares

Final dividend for the year ended 31st march 2019 of ₹ 1.00 per share	229.66
Interim dividend during the year of ₹ 5.00 per share	1,148.30
Dividend distribution tax on final dividend for the year ended 31 March 2020	47.21
Dividend distribution tax on Interim dividend for the year ended 31 March 2020	236.14

#### NOTE 38 - REVENUE FROM CONTRACT WITH CUSTOMER

Ind AS 115 requires the estimated variable consideration to be estimated and constrained to prevent over- recognition of revenue. Based on the recent practice and based on the verbal contract with the customers the company has provided variable consideration in the form of Discount which is generally offered to customers which is as under:-

The Company has recognised ₹ 1023.44 lakhs in current year (₹ 730.21 lakhs in previous year) towards performance obligations for goods supplied to customers.

#### NOTE 39 - CONTINGENT LIABILITIES NOT PROVIDED FOR

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2020	As at March 31, 2019
Performance guarantee in favour of Deputy. Commissioner Customs	1,591.50	1,591.50
Property Tax (Note-1)	319.82	319.82
Income Tax (Note-2)	12.12	12.12
Note-1	<p>The Municipal Corporation of Greater Mumbai has preferred an appeal in the High Court of Judicature at Bombay against the order of Small Causes Court rejecting the claim of Municipal Corporation of Greater Mumbai for an amount of ₹ 136.97 lakhs (Previous year ₹ 136.97 lakhs) on account of property tax. The Property tax not provided which was outstanding as per Municipal Corporation of Greater Mumbai as on 31st March, 2010 ₹ 319.82 lakhs (Previous year ₹ 319.82 lakhs) as per the capital value determined by the office of Assistant Assessor and Collector of Brihan Mumbai Mahanagarpalika.</p>	
Note-2	<p>The company has outstanding demand of ₹ 15.22 lakhs for A.Y. 2016-17 against the same the company has paid ₹ 3.10 lakhs under protest as the matter is pending with Commissioner of Income Tax Appeals. The Company has applied for the Vivad se Vishwas Scheme announced by the Finance Minister. The said application is pending with Income Tax Department as on the date of the Balance Sheet.</p>	
40	<p>All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.</p>	
41	<p>The Company has incurred ₹ 50.00 lakhs (previous year ₹ 41.64 Lakhs) towards Corporate Social Responsibility activities. It is included in the Statement of Profit and Loss. Further, no amount has been spent on construction / acquisition of an asset of the Company and the entire amount has been spent in cash. The amount required to be spent under Section 135 of the Companies Act, 2013 for the year 2020 is ₹ 54.04 lakhs i.e. 2% of average net profits for last three financial years, calculated as per Section 198 of the Companies Act, 2013.</p>	
42	<p>In accordance with Sec 68, 69, 70 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) ("SEBI Buy Back Regulations"), the Company concluded during the year, the buyback of 791073 equity shares (previous year 1980000 shares) equity shares of ₹10/- each fully paid up, as approved by the Board of Directors on 12th February, 2020 (previous year 13th February, 2019) by way of tender offer through stock exchange mechanism for cash at price of ₹ 156.03/- (previous year ₹ 89.066/-) per equity share. This has resulted in a total cash outflow of ₹ 1234.36 Lakhs (previous year ₹ 1763.51 Lakhs).</p> <p>Pursuant to buyback the Company has adjusted premium on buyback of ₹ 146.30/- (previous year ₹ 79.066/-) per share aggregating ₹ 1155.20 Lakhs (previous year ₹ 1565.51 Lakhs), out of General Reserve ₹ 1155.20 Lakhs (previous year ₹ 1565.51 Lakhs). Further, an amount of ₹ 79.11 Lakhs (previous year ₹ 198.00 Lakhs) (equivalent to the face value of shares) has been transferred to Capital Redemption Reserve from the General Reserve. Buy-back expenses of ₹ 24.33 Lakhs (previous year ₹ 14.08 Lakhs from General Reserve) and Tax on Buy back of equity shares ₹ 287.56 Lakhs (Previous year ₹ Nil).</p>	

43 Transition of Ind As 116 :

**Company as a lessee :**

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of lowvalue assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

The Company has entered into lease agreement for allotment of unit / space at Seepz-sez, under the supervision of Development Commissioner Seepz-Sez against grant of Letter of Acceptance renewable at the option of the Development commissioner after review of export performance and its achievement as per projections. The same is treated as Short Term Lease and Lease charges paid on yearly basis charged to revenue account.

44 COVID- 19 effects and assessment :

The Company's office and manufacturing facilities remained shut due to lockdown imposed by Government of India, which has impacted its operations of the Company. Some of the Company's pending orders are on hold as per requirements of buyers.

The Company has resumed its operation and started manufacturing facilities in phased manner as per the directives the Government of India. The Company is adhering to COVID-19 guidelines issued by the Government of India, State Government and the Local Authorities for its operations. Due to lockdown company's revenue and profitability of the Company are likely to be adversely impacted.

As the business situation is very dynamic, the company is closely monitoring it. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial statements. The company has taken into consideration the impact in its financial statements as at 31st March, 2020. The Company will continue to monitor any material changes to future economic conditions.

45 One of the Associates company M/s. Goldiam HK Limited in which company holds 49.93% and which was incorporated in Hong Kong has applied for 28% capital reduction and the formalities for the same is expected to complete within due course. are held-up due to continuous protest in Hong Kong.

46 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 J.D. Zatakia & Co.**  
**Chartered Accountants**  
**ICAI Firm Registration No. 111777W**

**J.D. Zatakia**  
**Proprietor**  
**Mem No. : 17669**  
**Place : Mumbai**  
**Date : 25th June, 2020**

**Anmol R. Bhansali**  
**Director**  
**(DIN-07931599)**

**Pankaj Parkhiya**  
**Company Secretary**  
**Place : Mumbai**  
**Date : 25th June, 2020**

**Rashesh M. Bhansali**  
**Executive Chairman**  
**(DIN No. 00057931)**

**Darshana Faldu**  
**Chief Financial Officer**

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF GOLDIAM INTERNATIONAL LIMITED**

### **Report on the Consolidated Financial Statements**

#### **Opinion**

We have audited the accompanying consolidated financial statements of GOLDIAM INTERNATIONAL LIMITED (hereinafter referred to as the 'Holding Company') and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities, which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements"). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 their consolidated state of affairs of the Company as at March 31, 2020, of consolidated profit/loss, consolidated changes in equity and its consolidated cash flows for the year then ended.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit matter :**

We have determined that there are no key audit matters to communicate in our report.

#### **Other Information**

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the consolidated financial statements and our auditors' report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed and based on the work done/ audit report of other auditors, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either

intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

## **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (ii) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- (iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial

statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- (v) Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- (vi) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, the auditor determines those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. In accordance with the requirements of SA 701, the auditor describes these matters in the auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, the auditor determines that a matter should not be communicated in the auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

## **Other Matters**

- (a) We did not audit the financial statements of two subsidiaries, and one associates, whose financial statements reflect total assets of ₹12312.20 lakh as at 31st March, 2020, total revenues of ₹ 27330.94 lakh and net cash flows amounting to ₹ 486.84 lakh for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit/loss of ₹ 463.26 lakh for the year ended

31st March, 2020, as considered in the consolidated financial statements, in respect of above mention associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

## Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 taken on record by the Board of

Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities— Refer Note 37 to- the consolidated financial statements.
  - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, 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 Holding Company and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
FRN No. 111777W

**J.D. Zatakia**  
Proprietor  
Membership No. 17669  
UDIN No. 20017669AAAABY1006

Place: Mumbai  
Date : 25th June, 2020



## **ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF GOLDIAM INTERNATIONAL LIMITED**

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, We have audited the internal financial controls over financial reporting of Goldiam International Limited (hereinafter referred to as "the Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

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

The respective Board of Directors of the Holding company, its subsidiary companies, which are companies incorporated in India, are 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 (ICAI)]. 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 the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor's 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") issued by the ICAI and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

#### **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 Holding Company, its subsidiary companies, and its associate companies which are companies incorporated in India have, 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, 2020, 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.

## Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to one subsidiary company, , which is

the company incorporated in India, is based solely on the corresponding reports of the auditors of such company incorporated in India.

Our opinion is not modified in respect of the above matters with respect to our reliance on the work done by and the reports of such other auditors and the financial information certified by the Management.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
FRN No. 111777W

**J.D. Zatakia**  
Proprietor  
Membership No. 17669  
UDIN No. 20017669AAAABY1006

Place: Mumbai  
Date : 25th June, 2020

**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020**

(Amounts are in lakhs unless stated otherwise)

Particulars	Notes No.	As at March 31, 2020	As at March 31, 2019
<b>A ASSETS</b>			
<b>I Non-current assets</b>			
a) Property, plant and equipment	1	1,961.26	1,988.68
b) Capital work-in-progress	1	1.00	1.00
c) Investment properties	2	193.57	193.57
d) Other intangible assets	3	46.69	83.13
e) Investments accounted for using equity method	4	37.85	56.12
f) Financial assets			
i. Investments	4(i)	4,937.77	4,730.39
ii. Loans	5	140.92	97.42
iii. Other Financial Assets	6	36.70	38.73
g) Deferred tax assets	7	259.11	245.42
<b>Total non-current assets</b>		<b>7,614.87</b>	<b>7,434.46</b>
<b>II Current assets</b>			
a) Inventories	8	9,346.99	10,601.08
b) Financial assets			
i. Investments	9	15,335.94	11,905.74
ii. Trade receivables	10	9,962.26	8,460.53
iii. Cash and cash equivalents	11	5,389.16	6,280.01
iv. Bank balances other than (iii) above	12	67.99	79.89
v. Loans	13	2,546.25	2,765.70
c) Other current assets	14	223.64	235.84
<b>Total current assets</b>		<b>42,872.23</b>	<b>40,328.79</b>
<b>Total assets</b>		<b>50,487.10</b>	<b>47,763.25</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>I Equity</b>			
Equity share capital	15	2,217.49	2,296.60
<b>II Other equity</b>			
Equity component of compound financial instruments		-	-
Other equity		38,784.49	36,109.62
Equity attributable to owners of Goldiam International Limited		41,001.98	38,406.22
Non-controlling interests		537.74	847.46
<b>Total equity</b>		<b>41,539.72</b>	<b>39,253.68</b>
<b>III LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
i. Borrowings		-	-
ii. Other financial liabilities		-	-
Provisions		-	-
Employee benefit obligations		-	-
Deferred tax liabilities	7	30.85	23.74
<b>Total non-current liabilities</b>		<b>30.85</b>	<b>23.74</b>
<b>Current liabilities</b>			
Financial liabilities			
i. Borrowings	16	756.65	2,604.98
ii. Trade payables	17		
Total outstanding dues of micro enterprises and small enterprises		3.54	5.92
Total outstanding dues of creditors other than micro enterprises and small enterprises		7,156.90	4,734.80
iii. Other financial liabilities	18	433.03	321.88
Provisions	19	566.41	818.25
<b>Total current liabilities</b>		<b>8,916.53</b>	<b>8,485.83</b>
<b>Total liabilities</b>		<b>8,947.38</b>	<b>8,509.57</b>
<b>Total equity and liabilities</b>		<b>50,487.10</b>	<b>47,763.25</b>

Notes 1 to 45 form an integral part of these consolidated financial statements.

As per our attached report of even date.

For and on behalf of the Board of Goldiam International Ltd.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111777W

**Anmol R. Bhansali**  
Director  
(DIN-07931599)

**Rashesh M. Bhansali**  
Executive Chairman  
(DIN No. 00057931)

J. D. Zatakia  
Proprietor  
Mem No. : 17669

**Pankaj Parkhiya**  
Company Secretary

**Darshana Faldu**  
Chief Financial Officer

Place : Mumbai  
Date : 25th June, 2020

Place : Mumbai  
Date : 25th June, 2020

## CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(Amounts are in lakhs unless stated otherwise)

Particulars	Note	Year ended March 31, 2020	Year ended March 31, 2019
<b>I Income</b>			
1 Revenue from operations	20	36,450.79	44,637.79
2 Other income	21	2,214.11	1,780.29
<b>Total income</b>		<b>38,664.90</b>	<b>46,418.08</b>
<b>II Expenses</b>			
a) Cost of raw materials and components consumed	22	23,270.19	28,085.63
b) Purchase of Traded goods		3,004.37	3,282.89
c) (Increase)/decrease in inventories of finished goods, work-in-progress and traded goods	23	1,052.07	1,465.76
d) Employee benefit expenses	24	1,327.90	1,367.63
e) Finance Cost	25	109.48	231.73
f) Depreciation and amortisation expense	1	248.48	269.07
g) Other expenses	26	3,452.11	4,903.30
<b>Total expenses</b>		<b>32,464.60</b>	<b>39,606.01</b>
<b>Profit before share of Profits / (Loss) of Associates and Joint Venture</b>		<b>6,200.30</b>	<b>6,812.07</b>
<b>Share of Profits / (Loss) of Associates and Joint Venture</b>		<b>(8.72)</b>	<b>(14.51)</b>
<b>Profit before Tax</b>		<b>6,191.58</b>	<b>6,797.56</b>
Income tax expense			
- Current tax	27	1,677.04	2,190.64
- Deferred tax	27	(5.31)	(37.71)
<b>Profit for the year</b>		<b>4,519.85</b>	<b>4,644.63</b>
<b>Other Comprehensive Income</b>			
a) Items that will not be reclassified to profit or loss		850.49	595.21
b) Income tax relating to items that will not be reclassified to profit or loss		1.91	(19.99)
<b>Total other comprehensive income for the year</b>		<b>852.40</b>	<b>575.22</b>
<b>Total comprehensive income for the year</b>		<b>5,372.25</b>	<b>5,219.85</b>
Net Profit attributable to:			
a) Owners of the Company		4,688.25	4,957.92
b) Non Controlling Interest		(168.40)	(313.29)
		<b>4,519.85</b>	<b>4,644.63</b>
Other Comprehensive Income attributable to:			
a) Owners of the Company		854.18	573.07
b) Non Controlling Interest		(1.77)	2.15
		<b>852.40</b>	<b>575.22</b>
Total Comprehensive Income attributable to:			
a) Owners of the Company		5,542.43	5535.29
b) Non Controlling Interest		(170.18)	(315.44)
		<b>5,372.25</b>	<b>5,219.85</b>
<b>Earnings per share</b>			
Basic		19.73	19.12
Diluted		19.73	19.12

The above statement of profit and loss should be read in conjunction with the accompanying notes. Notes 1 to 45 form an integral part of these consolidated financial statements.

As per our attached report of even date.

For and on behalf of the Board of Goldiam International Ltd.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111777W

**Anmol R. Bhansali**  
Director  
(DIN-07931599)

**Rashesh M. Bhansali**  
Executive Chairman  
(DIN No. 00057931)

J. D. Zatakia  
Proprietor  
Mem No. : 17669

**Pankaj Parkhiya**  
Company Secretary

**Darshana Faldu**  
Chief Financial Officer

Place : Mumbai  
Date : 25th June, 2020

Place : Mumbai  
Date : 25th June, 2020

## STATEMENT OF CHANGES IN EQUITY

### A. EQUITY SHARE CAPITAL :

Particulars	No. of shares	Amount
Issued, subscribed and fully paid-up shares Equity share of ₹ 10 each		
Balance as at 1 April 2018	24945996	2,494.60
Changes in Equity Share Capital during the year (Buy-Back of Shares)	(1980000)	(198.00)
Balance as at 31 March 2019	22965996	2,296.60
Changes in Equity Share Capital during the year (Buy-Back of Shares)	(791073)	(79.11)
<b>Balance as at 31 March 2020</b>	<b>22174923</b>	<b>2,217.49</b>

### B. OTHER EQUITY

Particulars	Reserves and surplus					Total	Non Controlling Interest	Total Equity
	Capital Redemption Reserves	Capital Reserves	General Reserves	Ex. Dif. on translating Financial Statement of foreign Operations	Retained Earning			
<b>Balance as at 1 April 2018</b>	208.68	547.91	5,055.38	156.83	27,157.10	33,125.91	1,162.89	34,288.80
Profit for the year	-	-	-	-	4,957.92	4,957.92	(313.29)	4,644.63
Other comprehensive income	-	-	-	-	577.37	577.37	(2.15)	575.22
<b>Total comprehensive income</b>	-	-	-	-	<b>5,535.29</b>	<b>5,535.29</b>	<b>(315.44)</b>	<b>5,219.85</b>
Dividends distributed to equity shareholders	-	-	-	-	(833.51)	(833.51)	-	(833.51)
Corporate dividend tax on dividend paid to Equity Shareholders	-	-	-	-	(171.33)	(171.33)	-	(171.33)
Others	-	-	-	32.87	-	32.87	-	32.87
Transfer from Equity Share Capital	198.00	-	-	-	-	198.00	-	198.00
Utilised for Buy Back of Shares	-	-	(1,777.60)	-	-	(1,777.60)	-	(1,777.60)
<b>Balance as at 31 March 2019</b>	<b>406.68</b>	<b>547.91</b>	<b>3,277.78</b>	<b>189.70</b>	<b>31,687.55</b>	<b>36,109.63</b>	<b>847.45</b>	<b>36,957.08</b>
Profit for the year	-	-	-	-	4,688.25	4,688.25	(168.40)	4,519.85
Other comprehensive income	-	-	-	-	854.18	854.18	(1.77)	852.40
Transfer from Equity Share Capital	79.11	-	-	-	-	79.11	-	79.11
<b>Total comprehensive income</b>	<b>79.11</b>	-	-	-	<b>5,542.43</b>	<b>5,621.54</b>	<b>(170.18)</b>	<b>5,451.36</b>
Dividends distributed to equity shareholders	-	-	-	-	(1,377.96)	(1,377.96)	-	(1,377.96)
Corporate dividend tax on dividend paid to Equity Shareholders	-	-	-	-	(283.35)	(283.35)	-	(283.35)
Utilised for Buy Back of Shares	-	-	(1,234.36)	-	-	(1,234.36)	(115.40)	(1,349.76)
Buy Back expenses	-	-	-	-	(24.46)	(24.46)	(0.12)	(24.58)
Income Tax on Buy Back of Shares	-	-	-	-	(312.53)	(312.53)	(24.01)	(336.54)
Others	-	-	-	285.99	-	285.99	-	285.99
Total Dividend Distribution and DDT	-	-	(1,234.36)	285.99	(1,998.30)	(2,946.67)	(139.53)	(3,086.20)
<b>Balance as at 31 March 2020</b>	<b>485.79</b>	<b>547.91</b>	<b>2,043.42</b>	<b>475.69</b>	<b>35,231.68</b>	<b>38,784.50</b>	<b>537.74</b>	<b>39,322.23</b>

Notes 1 to 45 form an integral part of these consolidated financial statements.

As per our attached report of even date.

For and on behalf of the Board of Goldiam International Ltd.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111777W

**Anmol R. Bhansali**  
Director  
(DIN-07931599)

**Rashesh M. Bhansali**  
Executive Chairman  
(DIN No. 00057931)

**J. D. Zatakia**  
Proprietor  
Mem No. : 17669

**Pankaj Parkhiya**  
Company Secretary

**Darshana Faldu**  
Chief Financial Officer

Place : Mumbai  
Date : 25th June, 2020

Place : Mumbai  
Date : 25th June, 2020

## CASHFLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2020

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>A Cash flow from operating activities :</b>		
Profit before tax	6361.76	7113.00
<b>Adjustments for:</b>		
Depreciation and amortization for the year	248.48	269.07
Net (profit)/loss on disposal of property, plant and equipment	(7.12)	(9.41)
(income)/loss from investments measured at FVOCI	52.36	(59.00)
Net unrealised foreign exchange (gain)/ loss	(618.54)	(167.75)
Share of Profits / (Loss) of Associates and Joint Venture	(8.72)	(14.51)
Dividend received	(82.46)	(176.94)
Share of Minority Interest	(309.72)	(315.43)
Adjustment for Change of Holding & Translation Reserves	285.99	32.87
Interest Income	(520.86)	(480.33)
Finance cost	109.48	231.73
	<u>(851.11)</u>	<u>(689.70)</u>
<b>Operating profit before working capital changes</b>	<b>5510.65</b>	<b>6423.30</b>
<b>Adjustments for:</b>		
Decrease/Increase in inventories	1,254.09	3,274.36
Decrease/(increase) in non-current financial assets	13.29	(17.04)
Decrease/(increase) in current financial assets	219.45	90.08
Decrease/(increase) in other current assets	0.94	220.99
Decrease/(increase) in trade receivables	(636.38)	2,830.21
Increase/(Decrease) in trade payables	2,209.67	(2,551.88)
Increase in current financial liabilities	111.20	113.84
Increase in provisions	(509.78)	9.85
	<u>2,662.48</u>	<u>3,970.41</u>
<b>Cash generated from operating activities</b>	<b>8173.13</b>	<b>10393.71</b>
Income Tax Paid (net)	(1441.15)	(1,771.86)
<b>Net cash generated from operating activities</b>	<b>6731.98</b>	<b>8621.85</b>
<b>B Cash flow from investing activities:</b>		
Purchase of property, plant and equipment	(213.94)	(292.82)
Proceeds from disposal of property, plant and equipment	44.86	66.32
Purchase of Investments	(14,389.13)	(9,004.38)
Proceeds from redemption of investments	11,547.39	7,508.91
Interest received	520.86	480.33
Dividend received	82.46	176.94
	<u>(2,407.50)</u>	<u>(1,064.70)</u>
<b>Net cash used in investing activities</b>	<b>(2,407.50)</b>	<b>(1,064.70)</b>
<b>C Cash flow from financing activities:</b>		
(Repayment)/proceeds of current borrowings, net	(1,885.09)	(1,114.85)
Buy-Back of Equity Shares	(1,234.36)	(1,777.60)
Interest paid	(109.48)	(231.73)
Dividend paid	(1,377.96)	(833.51)
Tax on Buy Back of Equity Shares	(312.53)	-
Buy Back Expenses and its Share	(24.46)	-
Tax on Dividend	(283.35)	(171.33)
	<u>(5,227.23)</u>	<u>(4,129.02)</u>
<b>Net cash generated from financing activities</b>	<b>(5,227.23)</b>	<b>(4,129.02)</b>
Net increase in cash and cash equivalents (A+B+C)	(902.75)	3428.13
Cash and cash equivalents at the beginning of the year	6,359.90	2,931.77
Cash and cash equivalents at the end of the year	5,457.15	6,359.90

**Notes :**

- 1) Figures in bracket represent cash outflow.
- 2) The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- 3) Purchase of Property, Plant and Equipment includes movements of capital work-in-progress (including capital advances) during the year.

Notes 1 to 45 form an integral part of these consolidated financial statements.

As per our attached report of even date.

For and on behalf of the Board of Goldiam International Ltd.

**For J.D. Zatakia & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 111777W

**Anmol R. Bhansali**  
Director  
(DIN-07931599)

**Rashesh M. Bhansali**  
Executive Chairman  
(DIN No. 00057931)

**J. D. Zatakia**  
Proprietor  
Mem No. : 17669

**Pankaj Parkhiya**  
Company Secretary

**Darshana Faldu**  
Chief Financial Officer

Place : Mumbai  
Date : 25th June, 2020

Place : Mumbai  
Date : 25th June, 2020

## Notes to Financial Statement as March 31, 2020

### Background and corporate Information :

Goldiam International Limited (the Company) is a public company domiciled in India. Its shares are listed on two stock exchanges in India. The Company is engaged in selling of Diamond studded Gold Jewellery products. It has formed its subsidiaries M/s. Diagold Designs Limited, Goldiam Jewellery Limited, Goldiam USA Inc., and associates Goldiam HK Limited and Temple Designs LLP.

The consolidated accounts for the year ended 31st March, 2020 were consolidated on the basis of the audited accounts presented by the subsidiaries, Diagold Designs Limited, Goldiam Jewellery Limited and Limited Review Report presented by subsidiary, M/s. Goldiam USA, Inc.

### General information and statement of compliance with Ind AS

The consolidated financial statements include the financial statements of the Parent Company and its subsidiaries (hereinafter referred as the 'Group'):

### Subsidiaries:

Name of the Subsidiary	Principle activities	Country of Incorporation	Proportion of ownership	
			2019-20	2018-19
Diagold Designs Limited	Jew Mfg.	India	50.99%	50.99%
Goldiam Jewellery Limited	Jew Mfg.	India	100.00%	100.00%
Goldiam USA, Inc.	Trading in Jew	USA	100.00%	100.00%

### Associates :

Name of the Company	Incorporated in	For the Year ended 31.03.2020	For the period ended 31.03.2019
Goldiam HK Limited	Hong Kong	49.96%	49.96%

### Basis of preparation

The Consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the Consolidated financial statements. All assets and liabilities have been classified as current or non current as per the Group normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Subsidiaries are entities where the group exercise or controls more than one-half of its total share capital. The net assets and results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the Group obtains control.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra group balances, intra group transactions and the unrealised profits/losses, unless cost/revenue cannot be recovered.

Financial statements are presented in ₹ which is the functional currency of the Group and all values are rounded to the nearest Lakhs, except when otherwise indicated.

The Consolidated Financial statements of the Company for the year ended March 31, 2020 were approved for issue in accordance with the resolution of the Board of Directors on June 25, 2020.

The consolidated financial statements have been prepared on a going concern basis under the historical cost basis.

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These accounting policies have been consistently applied to all the years presented by the Group unless otherwise stated.

**a) Subsidiaries :**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity. Non-controlling interests in the net assets of consolidated subsidiaries consists of:

- (i) The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiary is made; and
- (ii) The non-controlling interests share of movements in equity since the date parent subsidiary relationship came into existence. The profit and other comprehensive income attributable to non-controlling interests of subsidiaries are shown separately in the Statement of Profit and Loss and Statement of Changes in Equity.

**b) Joint ventures :**

Investments in joint ventures are accounted for using the equity method, after initially being recognised at cost in the consolidated balance sheet.

**c) Equity Method :**

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in statement of profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

Unrealised gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity accounted investments are tested for impairment in accordance with the policy.

**d) Current versus non-current classification**

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it is:

- i) Expected to be realised or intended to sold or consumed in normal operating cycle
- ii) Held primarily for the purpose of trading
- iii) Expected to be realised within twelve months after the reporting period, or



- iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

**A liability is classified as current when:**

- i) It is expected to be settled in normal operating cycle
- ii) It is held primarily for the purpose of trading
- iii) It is due to be settled within twelve months after the reporting period, or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**e) Foreign Currency Transactions And Translation Of Financial Statements Of Foreign Subsidiaries**

**Initial recognition**

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

**Measurement at the balance sheet date**

Foreign currency monetary items of the Group, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

**Treatment of exchange difference**

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Group's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

**Translation of foreign operations**

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than the INR are translated into INR upon consolidation. The functional currency of the entities in the Group has remained unchanged during the reporting period.

On consolidation, assets and liabilities have been translated into INR at the closing rate at the reporting date. Income and expenses have been translated into INR at the average rate over the reporting period. Exchange differences are charged or credited to other comprehensive income and recognised in the currency translation reserve in equity. On disposal of a foreign operation, the related cumulative translation differences recognised in equity are reclassified to profit or loss and are recognised as part of the gain or loss on disposal.

**f) Property, Plant & Equipment :**

**Recognition and initial measurement :**

Recognition and initial measurement Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

Depreciation on property, plant and equipment is provided on written-down value, computed on the basis of useful lives (as set out below) prescribed in Schedule II the Act:

Description of Asset	Estimated useful life (in years)
Buildings	30
Plant and equipment	15
Office equipment	5
Computers	3
Computers Servers	6
Computer software	5
Furniture and fixtures	10
Vehicles	8

Leasehold improvements have been amortised over the estimated useful life of the assets or the period of lease, whichever is lower. The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Tangible Property, Plant and Equipment under construction are disclosed as Capital Work-in-progress. Item of Capital Work-in-progress is carried at cost using the principles of valuation of item of property, plant and equipment till it is ready for use, the manner in which intended by management.

#### **Transition to Ind As :**

On transition to Ind AS, the Group has elected to continue with the carrying value of all its property, plant and equipment recognised as at 1 April 2015 measured as per the provisions of previous GAAP and use that carrying value as the deemed cost of property, plant and equipment.

#### **De-recognition :**

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

#### **g) Intangible Assets :**

##### **Recognition and initial measurement :**

Intangible assets includes trademarks and computer software which were purchased by the Group. All items of intangible assets are stated at their cost of acquisition. The cost comprises purchase price, and directly attributable cost of bringing the asset to its working condition for the intended use.

##### **Subsequent measurement (depreciation and useful lives)**

Amortisation on intangible assets is provided on written down value for computer software and straight line method for trademarks, computed on the basis of useful lives (as set out below) prescribed in Schedule II the Act:

##### **De-recognition**

An item of intangible asset is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss when the asset is derecognised.

#### **h) Investment in Property :**

Property that is held for long-term rental yields or for capital appreciation or both, rather than for use in the production or supply of goods or services or for administrative purpose or sale in the ordinary course of business is classified as investment property. Investment property is measured at its cost, including related transaction costs, and impairment if any. Fair value of investment property is based on a valuation by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued. The fair value of investment property is disclosed in the Note 3. Any gain or loss on disposal of an Investment Property is recognised in the Standalone Statement of Profit and Loss.

**The Group does not enter into any leases as a lessor.**

**i) Impairment of non-financial assets**

At each reporting date, the Group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

**j) Financial instruments**

**Financial assets**

**Initial recognition and measurement**

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs.

**Subsequent measurement**

A financial asset is recognised at fair value, in case of Financial assets which are recognised at fair value through other comprehensive Income (FVOCI), its transaction cost are recognised in the statement of profit and loss. In other cases, the transaction cost are attributed to the acquisition value of the financial asset.

Financial assets are subsequently classified as measured at :

- amortised cost.
- fair value through profit and loss (FVTPL).
- fair value through other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their recognition, except if and in the period the Company changes its business model for managing financial assets.

**Trade Receivables and Loans:**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

**Mutual Funds, Equity investment, bonds and other financial instruments :**

Mutual Funds, Equity Investment, bonds and other financial instruments are initially measured at amortised cost, fair value through other comprehensive income ('FVOCI') or fair value through profit or loss ('FVTPL') till derecognition on the basis of (i) the Company's business model for managing the financial assets and (ii) the contractual cash flow characteristics of the financial asset.

**Measured at amortised cost:**

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost.

**Measured at fair value through other comprehensive income (FVOCI):**

Mutual Funds, Equity investment, bonds and other financial instruments in the scope of Ind As 109 are measured at fair value through profit and loss account( FVOCI).

**Measured at fair value through profit or loss (FVTPL):**

A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value.

**k) Financial instruments at amortised cost – the financial instrument is measured at the amortised cost if both the following conditions are met:**

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. All the debt instruments of the Group are measured at amortised cost.

**l) Financial liabilities**

**Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

**Subsequent measurement**

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings.

**De-recognition of financial liabilities**

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Impairment of financial assets**

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. When estimating the cash flows, the Group is required to consider –

- i) All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

**Trade receivables**

The Group applies approach permitted by Ind AS 109, financial instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

**Other financial assets**

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

**m) Inventories :**

- i) Raw materials are valued at cost or market value, whichever is lower on First In First Out (FIFO) basis.
- ii) Stores and Spares are valued at cost on First In First Out (FIFO) basis.

- iii) Work in progress, manufactured finished goods and traded goods are valued at the lower of cost and net realisable value. Cost of work in progress and manufactured finished goods comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition. Traded goods are valued at cost or net realisable value, whichever is lower.

**n) Recognition Of Income And Expenditure :**

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services. The Company is also engaged in real estate property development, recently.

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. 01st April 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted.

The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products.

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

The Company evaluates the arrangement with customers, considering underlying substance and terms and conditions of the arrangements. Revenue is accounted either on gross or net basis based on the expected discounts to be offered to customers.

**Dividend :**

Revenue is recognised when the right to receive is established.

**Interest :**

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

**o) Income taxes**

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income ('OCI') or directly in equity.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the respective income tax law of the country. Current income-tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

Deferred income-tax is calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Group's forecast of future operating results, adjusted for significant nontaxable income and expenses and specific limits on the use of any unused tax loss or credit. Deferred tax assets or liability arising during tax holiday period is not recognised to the extent it reverses out within the tax holiday period. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

**p) Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, demand deposits with banks/corporations and short term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

**q) Post Employment long term and short term benefit :**

i) Short-term employee benefits :

All employee benefits payable within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia.

ii) Defined Contribution Plan :

Employee benefits in the form of contribution to Provident Fund managed by Government authorities, Employees State Insurance Corporation and Labour Welfare Fund are considered as defined contribution plan and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due.

iii) Defined Benefit Plan :

Retirement benefit in the form of Gratuity benefit is considered as defined benefit obligation and is provided for on the basis of an actuarial valuation.

iv) Gratuity :

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 makes contribution to employees group gratuity fund established by Life Insurance Corporation of India. Actuarial gains and losses arising from changes in actuarial assumptions are recognised in the Profit and Loss account in the period in which they arise.

r) Operating expenses

Operating expenses are recognised in profit or loss upon utilisation of the service or as incurred.

**s) Borrowing costs**

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

**t) Fair value measurement**

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

i) In the principal market for the asset or liability, or

ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

**Provisions, contingent assets and contingent liabilities**

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

**Contingent liability is disclosed for:**

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

Contingent assets are not recognized. However, when inflow of economic benefit is probable, related asset is disclosed.

**u) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**v) Operating Segment :**

The managing committee is considered to be the 'Chief Operating Decision Maker' (CODM) as defined in IND AS 108. The Operating Segment is the level at which discrete financial information is available. The CODM allocates resources and assess performance at this level. The group has identified the below operating segments:

- a) Jewellery Manufacturing Activity.
- b) Investment Activity.

**w) Non-current assets or disposal group held for sale :**

Non-current assets, or disposal groups comprising assets and liabilities are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Losses on initial classification as held for sale and subsequent gains and losses on remeasurement are recognised in Standalone Statement of Profit and Loss. Once assets classified as held-for-sale, then Property, Plant and Equipment, Investment Property and Other Intangible Assets are no longer required to be depreciated or amortised.

**x) Accounting policy for Lease :**

**Group as a lessee :**

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of lowvalue assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

As per Ind A S 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. There will not be any material effect of the said implementation of Ind As 116 to the Group.

**Group as a lessor:**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2020  
NOTE 1 - PROPERTY, PLANT AND EQUIPMENT

Particular	Land	Building	Office Premises	Furniture Fixture and Office Equipments	Plant and Machinery	Office Equipment	Vehicles	Total	Capital work-in-progress
<b>Gross block</b>									
<b>As at March 31, 2018</b>	506.47	609.23	1,430.25	339.38	902.46	149.49	429.91	<b>4,367.19</b>	1.00
Additions	-	13.10	-	2.32	67.38	3.57	212.84	<b>299.21</b>	-
Deduction	-	-	-	-	12.94	2.68	143.81	<b>159.43</b>	-
<b>As at March 31, 2019</b>	506.47	622.33	1,430.25	341.70	956.90	150.38	498.94	<b>4,506.97</b>	1.00
Additions	-	18.34	-	35.27	17.77	3.72	138.84	<b>213.94</b>	-
Deduction	-	-	-	5.94	-	-	84.54	<b>90.48</b>	-
<b>As at March 31, 2020</b>	<b>506.47</b>	<b>640.67</b>	<b>1,430.25</b>	<b>371.03</b>	<b>974.67</b>	<b>154.10</b>	<b>553.24</b>	<b>4,630.43</b>	<b>1.00</b>
<b>Accumulated depreciation</b>									
<b>As at March 31, 2018</b>	-	508.26	351.78	333.04	846.04	125.22	236.99	<b>2,401.33</b>	-
Depreciation charge during the year	-	8.40	52.86	3.30	43.42	14.16	104.37	<b>226.51</b>	-
Deduction	-	-	-	-	8.94	3.03	97.58	<b>109.55</b>	-
<b>As at March 31, 2019</b>	-	516.66	404.64	336.34	880.52	136.35	243.78	<b>2,518.29</b>	-
Depreciation charge during the year	-	9.46	50.29	13.69	35.16	3.90	99.54	<b>212.04</b>	-
Deduction	-	-	-	3.19	-	-	57.97	<b>61.16</b>	-
<b>As at March 31, 2020</b>	-	<b>526.12</b>	<b>454.93</b>	<b>346.84</b>	<b>915.68</b>	<b>140.25</b>	<b>285.35</b>	<b>2,669.17</b>	-
<b>Net carrying amount as at March 31, 2020</b>	<b>506.47</b>	<b>114.55</b>	<b>975.32</b>	<b>24.19</b>	<b>58.99</b>	<b>13.65</b>	<b>267.89</b>	<b>1,961.26</b>	<b>1.00</b>
<b>Net carrying amount as at March 31, 2019</b>	506.47	105.67	1,025.61	5.36	76.38	14.03	255.16	<b>1,988.68</b>	1.00



# Goldiam International Limited

## SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31ST MARCH, 2020

### NOTE 2 - INVESTMENT PROPERTY

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Gross block</b>		
Opening gross carrying amount	193.57	-
Additions	-	193.57
Closing gross carrying amount	193.57	193.57
<b>Accumulated depreciation</b>		
Opening accumulated depreciation	-	-
Depreciation charge for the year	-	-
Closing accumulated depreciation	-	-
Net carrying amount as at March 31, 2020	193.57	-
Net carrying amount as at March 31, 2019	-	193.57

#### Fair Value Hierarchy :

The fair values of investment properties have been determined by independent valuer, as per the valuation report the value of investment property is ₹ 220.00 lakhs (Previous Year ₹ 193.57 lakhs) as on the balance sheet date. All resulting fair value estimates for investment properties are included in level 3.

### NOTE 3 - INTANGIBLE ASSETS

Particulars	Computer software	Total
<b>Gross block</b>		
As at March 31, 2018	243.67	243.67
Additions	-	-
Deduction	-	-
As at March 31, 2019	243.67	243.67
Additions	-	-
Deduction	-	-
As at March 31, 2020	243.67	243.67
<b>Accumulated amortisation and impairment</b>		
As at March 31, 2018	117.98	117.98
Amortisation charge during the year	42.56	42.56
Impairment loss during the year	-	-
As at March 31, 2019	160.54	160.54
Amortisation charge during the year	36.44	36.44
Impairment loss during the year	-	-
As at March 31, 2020	196.98	196.98
Net carrying amount as at March 31, 2020	46.69	46.69
Net carrying amount as at March 31, 2019	83.13	83.13

### NOTE 4 - INVESTMENTS ACCOUNTED FOR USING EQUITY METHOD

Particulars	No. of Share/ Bond Unit	As at March 31, 2020	No. of Share/ Bond Unit	As at March 31, 2019
Unquoted equity instrument				
<b>Investment in Associates Company</b>				
Goldiam HK Limited (Face Value of HK\$ 1 each)	1495681	37.85	1495681	56.12
		37.85		56.12

## NOTE 4 (i) - NON-CURRENT INVESTMENTS

Particulars	No. of Share/ Bond Unit	As at March 31, 2020	No. of Share/ Bond Unit	As at March 31, 2019
<b>Investment in Other Equity Instruments</b>				
<b>Unquoted, fully paid up</b>				
Classic Diamonds (I) Ltd	5	-	5	-
S.B. & T International Ltd	1	-	1	-
Sip Technologies Limited	1891	-	1891	-
Shrenuj & Co Ltd	10	-	10	-
Winsome Diamonds And Jewellery Ltd **	1	-	1	-
<b>Investment in Tax Free Bonds</b>				
Quoted				
8.20% Tax Free National Highways Authority of India 10Years Bond	7417	<b>79.96</b>	7417	80.85
8.10% Tax Free Housing and Urban Development Corporation Limited 10 Yrs Bond	8676	<b>91.53</b>	8676	91.58
8.40% Tax Free Indian Railway Finance Corporation Ltd SR-92 15 Yrs Bond	20000	<b>218.00</b>	20000	250.00
7.25% Tax Free Indian Railway Finance Corporation Ltd SR-104 20 Yrs Bond	9060	<b>105.01</b>	9060	103.74
7.35% Tax Free Power Finance Corporation Ltd SR 3A 30 Yrs Bond	1284	<b>45.06</b>	1284	14.48
<b>Investment Preference Shares</b>				
<b>Quoted, fully paid up</b>				
<b>At FVOCI</b>				
15.99% IL&FS Limited Non Convertible Redeemable Cumulative Preference Share 16/05/2021	-	-	1880	-
8% L & T Finance Holdings Ltd - Cumulative, Compulsorily Redeemable, Non-Convertible Preference Shares (17/11/2022)	10,0000	<b>1,050.00</b>	-	-
<b>Investment in Mutual Fund - fully paid up</b>				
<b>Unquoted</b>				
<b>At FVOCI</b>				
Aditya Birla Sun Life Fixed Term Plan - Series OF(1151 days) - Growth - Regular	-	-	500000.000	56.34
Axis Fixed Term Plan - Series 97 (1116 Days) Growth	2500000.000	<b>269.81</b>	2500000.000	261.10
DSP FMP - Series 238 - 36M - Regular - Growth	4000000.000	<b>461.50</b>	4000000.000	423.61
Kotak FMP Series 220 - Growth (Regular Plan)	-	-	2001444.000	215.37
Kotak FMP Series 239 - Growth (Regular Plan)	3000000.000	<b>344.27</b>	3000000.000	315.25
Kotak FMP Series 257 - Growth (Regular Plan)	2000000.000	<b>225.84</b>	2000000.000	205.36
UTI Fixed Term Income Fund Series XXIX - XIII (1122 Days)- Growth Plan	2500000.000	<b>260.17</b>	2500000.000	262.32
<b>Investment in Debentures - fully paid up</b>				
<b>Unquoted</b>				
<b>At FVOCI</b>				
HDB Financial Services Limited SR 2019 A/0(ML)/ 2 BR NCD 04FB21	-	-	50	500.30
ICICI Home Finance Company Limited - MLDAUG191 BR BD 06AG21	40	<b>209.26</b>	-	-
L&T Finance Ltd Series M of FY 2018-19 - MLD	-	-	30	304.53
Reliance Commercial Finance Ltd - (NCMLD)	-	-	27	281.72
Debentures Series RCF/02				
Note ( * ) : (MLD refers to Market Link Debentures.)				

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Particulars	No. of Share/ Bond Unit	As at March 31, 2020	No. of Share/ Bond Unit	As at March 31, 2019
<b>Investment in Venture Capital Funds</b>				
<b>Unquoted</b>				
<b>At FVOCI</b>				
ASK Real Estate Special Opportunities Fund - II	665	854.02	490	595.21
ASK Real Estate Special Situations Fund - I	225	238.67	225	220.54
ICICI Prudential Real Estate AIF-I (class A)	168328	180.41	193372	202.91
Kotak Alternate Opportunities ( India ) Fund		5.46		15.59
Kshitij Venture Capital Fund	30000	2.30	30000	2.26
Orios Venture Partners Fund - I	300000	296.50	300000	327.33
		<u>4,937.77</u>		<u>4,730.39</u>
Aggregate amount of quoted investments		1,589.56		540.65
Aggregate market value of listed and quoted investments		1,589.56		540.65
Aggregate amount of unquoted investments		3,386.06		4,245.86
Aggregate Provision for Impairment in the Value of Investments		0.19		0.19

## NOTE 5 - LONG TERM LOANS (NON CURRENT)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Unsecured considered good</b>		
Advance Income Tax	137.74	82.98
Assets Held for Sale (Refer Note 41)	3.18	14.44
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
	<u>140.92</u>	<u>97.42</u>

## NOTE 6 - OTHER FINANCIAL ASSETS (NON CURRENT)

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good		
<b>Security Deposits</b>	36.70	38.73
	<u>36.70</u>	<u>38.73</u>

## NOTE 7 - DEFERRED TAX ASSETS

Particulars	As at March 31, 2020	As at March 31, 2019
Deferred tax asset arising on account of		
Provision for employee benefits	3.78	1.80
Financial assets at fair value through profit or loss	197.56	200.38
Provision for Doubtful Debts	11.00	43.24
Difference between accounting base and tax base of property, P & E	46.77	-
<b>Total Deferred Tax Assets</b>	<u>259.11</u>	<u>245.42</u>
Deferred tax liability arising on account of Difference between accounting base and tax base of PPE		
	30.85	23.74
<b>Total Deferred Tax Liability</b>	<u>30.85</u>	<u>23.74</u>
<b>Net Deferred Tax Assets/(Liability)</b>	<b>228.26</b>	<b>221.68</b>

## NOTE 8 - INVENTORIES

Particulars	As at March 31, 2020	As at March 31, 2019
Raw materials	1,932.17	2,132.22
Stock in Process	452.54	246.12
Finished goods	6,941.69	8,200.18
Stock of Consumable Stores & Spare parts (at cost)	20.59	22.56
	<u>9,346.99</u>	<u>10,601.08</u>

## NOTE 9 - CURRENT INVESTMENTS

Particulars	No. of Share/Bond Unit	As at March 31, 2020	No. of Share/Bond Unit	As at March 31, 2019
<b>Investment in Equity Instruments</b>				
<b>Quoted, fully paid up</b>				
<b>At FVOCI</b>				
Reliable Ventures India Ltd	50,000	-	50,000	6.83
Titan Industries Ltd	20	0.19	20	0.23
<b>Investment in Mutual Fund - fully paid up</b>				
<b>Unquoted</b>				
<b>At FVOCI</b>				
Aditya Birla Sun Life Fixed Term Plan - Series OF(1151 days) - Growth - Regular	500000.000	61.63	-	-
Kotak FMP Series 183 - Growth (Regular Plan)	-	-	2500000.000	307.61
Kotak FMP Series 220 - Growth (Regular Plan)	2001444.000	235.07	-	-
Aditya Birla Sunlife Liquid Fund - Regular Plan - Growth	315752.946	1,003.29	-	-
Aditya Birla Sunlife Savings Fund - Regular Plan - Growth	320003.072	1,272.08	-	-
AXIS Banking & PSU Debt Fund - Growth	57743.442	1,103.69	57743.442	1,006.27
DSP Credit Risk Fund-Regular Plan-Growth	-	-	1723143.313	483.62
Franklin India Credit Risk Fund - Growth	-	-	3581160.984	701.16
Franklin India Liquid Fund - Super Institutional Plan - Growth	38343.216	1,138.96	-	-
Franklin India Short Term Income Plan - Retail Plan - Growth	-	-	26342.574	1,050.54
Franklin India Ultra Short Bond Fund-Super Institutional Plan-Daily Dividend Reinvestment	-	-	6027830.549	1,257.96
Franklin India Ultra Short Bond Fund-Super Institutional Plan-Growth	753735.703	207.32	-	-
HDFC Credit Risk Debt Fund - Regular Plan - Growth	2224813.973	370.34	2224813.973	339.40
HDFC Overnight Fund - Regular Plan - Growth	37227.731	1,100.02	-	-
ICICI Prudential Savings Fund - Growth	938228.736	3,634.21	1383353.588	4,961.65
ICICI Prudential Credit Risk Fund - Growth	1730153.695	376.27	1730153.695	343.76
IDFC Banking & PSU Debt Fund - Regular Plan - Growth	4369756.292	775.33	-	-
Kotak Floating Rate Fund - Regular Plan - Growth	95,918.763	1,019.52	-	-
Kotak Liquid Fund - Regular Plan - Growth	52,267.684	2,090.96	-	-
Principal Low Duration Fund - Regular Plan Growth	-	-	15,371.433	468.77
HDFC Balanced Advantage Fund-Regular Plan-Dividend	-	-	897,558.640	256.25
ICICI Prudential Equity Arbitrage Fund -	255795.913	34.98	-	-

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Particulars	No. of Share/Bond Unit	As at March 31, 2020	No. of Share/Bond Unit	As at March 31, 2019
ICICI Prudential Equity & Debt Fund - Monthly Dividend	-	-	3147358.353	721.69
ICICI Prudential Value Discovery Fund - Growth	-	-	-	-
Kotak Standard Multicap Fund - Regular Plan - Growth	127291.393	<b>34.04</b>	-	-
<b>Investment in Debentures - fully paid up</b>				
<b>Unquoted,</b>				
<b>At FVOCI</b>				
HDB Financial Services Limited SR 2019 A/0(ML)/2 BR NCD 04FB21	50	<b>545.85</b>	-	-
L&T Finance Ltd Series M of FY 2018-19 - MLD	30	<b>332.19</b>	-	-
Reliance Commercial Finance Ltd - (NCMLD) Debentures Series RCF/02	27	-	-	-
Note ( * ) : (MLD refers to Market Link Debentures.)				
		<u><b>15,335.94</b></u>		<u><b>11,905.74</b></u>
<b>Aggregate amount of quoted investments</b>		<b>0.19</b>		<b>7.06</b>
<b>Aggregate market value of listed and quoted investments</b>		<b>0.19</b>		<b>7.06</b>
<b>Aggregate amount of unquoted investments</b>		<b>15,335.75</b>		<b>11,898.68</b>
<b>Aggregate Provision for Impairment in the Value of Investments</b>		<b>288.55</b>		<b>-</b>

## NOTE 10 - TRADE RECEIVABLES

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>		
Unsecured, considered good	<b>1,300.13</b>	440.93
Doubtful	-	-
	<u><b>1,300.13</b></u>	<u>440.93</u>
Other receivables	<b>8,812.13</b>	8,169.60
Unsecured, considered good	-	-
Less : Provision for doubtful receivables	<u><b>(150.00)</b></u>	<u>(150.00)</u>
	<u><b>8,662.13</b></u>	<u>8,019.60</u>
Trade Receivables - credit impaired	-	-
<b>Total</b>	<u><u><b>9,962.26</b></u></u>	<u><u>8,460.53</u></u>

## NOTE 11 - CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2020	As at March 31, 2019
Cash on hand	<b>66.20</b>	63.48
Bank balances		
- Current Account	<b>715.78</b>	631.00
- EEFC Account	<b>4,578.18</b>	5,486.65
- Fixed Deposit with Banks	<u><b>29.00</b></u>	<u>98.88</u>
<b>Total</b>	<u><u><b>5,389.16</b></u></u>	<u><u>6,280.01</u></u>

## NOTE 12 - OTHER BANK BALANCES

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Margin money deposits	6.40	28.50
Unpaid dividend account	61.59	51.39
<b>Total</b>	<b>67.99</b>	<b>79.89</b>

## NOTE 13 - SHORT TERM LOANS AND ADVANCES

Particulars	As at	As at
	March 31, 2020	March 31, 2019
<b>Unsecured - Considered Good</b>		
Inter Corporate Deposit	2,300.00	2,500.00
Others	246.25	265.70
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
<b>Total</b>	<b>2,546.25</b>	<b>2,765.70</b>

## NOTE 14 - OTHER CURRENT ASSETS

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Balance with govt authorities	209.33	216.37
Prepaid expenses	14.31	19.47
<b>Total</b>	<b>223.64</b>	<b>235.84</b>

## NOTE 15 - SHARE CAPITAL AND OTHER EQUITY

Particulars	As at	As at
	March 31, 2020	March 31, 2019
<b>Share capital</b>		
Authorised shares		
31000000 Equity Shares of ₹ 10/- each	3,100.00	3,100.00
(Previous year 31000000 Equity Shares of ₹ 10/- each)		
<b>Issued, subscribed and fully paid-up shares</b>		
22174923 Equity Shares of ₹ 10/- each		
(Previous Year 22965996 Equity Shares of ₹ 10/- each)	2,217.49	2,296.60
	<b>2,217.49</b>	<b>2,296.60</b>

### (a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	March 31, 2020		March 31, 2019	
	Nos.	₹ in Lakhs	Nos.	₹ in Lakhs
At the beginning of the period	22965996	2,296.60	24945996	2,494.60
Less - Buy Back of Shares	791073	79.11	1980000	198.00
Outstanding at the end of the period	<b>22174923</b>	<b>2,217.49</b>	<b>22965996</b>	<b>2,296.60</b>

### (b) Terms/ rights attached to equity shares

The company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

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## (c) Details of shareholders holding more than 5% shares in the Company (as per the register of members of the Company are as under) :-

Name of the shareholder	As at March 31, 2020		As at March 31, 2019	
	Nos. of Shares	% holding in the class	Nos. of Shares	% holding in the class
Equity shares of ₹ 10/- each fully paid				
Mr. Rashesh Manhar Bhansali	10000000	45.10%	10000000	43.54%
Mr. Anmol Rashesh Bhansali	3340000	15.06%	3303428	14.38%
Mrs. Shobhanaben Manharkumar Bhansali	1094672	4.94%	-	0.00%
M/s Diajewel N.V.	-	0.00%	794889	3.46%

## (d) Interim Dividend on Equity Shares

The Board of Directors at its meeting held on Aug 12, 2019 have recommended and declared a payment of interim dividend of ₹ 2.00 (i.e. 20%) per equity share of ₹ 10/- each for the Financial Year ended March 31, 2020 on 22,965,996 equity shares.

The Board of Directors at its meeting held on Feb 12, 2020 have recommended and declared a payment of interim dividend of ₹ 3.00 (i.e. 30%) per equity share of ₹ 10/- each for the Financial Year ended March 31, 2020 on 22,965,996 equity shares.

## Other Equity

	As at March 31, 2020	As at March 31, 2019
<b>Capital Redemption Reserve :</b>		
(a) As per Balance Sheet	406.68	208.68
Add : Transfer from Equity Share Capital	79.11	198.00
	<u>485.79</u>	<u>406.68</u>
<b>Capital Reserve</b>		
(a) As per Balance Sheet	547.91	547.91
	<u>547.91</u>	<u>547.91</u>
<b>General reserve</b>		
(a) As per Balance Sheet	3,277.78	5,055.38
Less : Utilisation for Buy Back of Equity Shares	(1,234.36)	(1,777.60)
	<u>2,043.42</u>	<u>3,277.78</u>
<b>Retained Earning</b>		
Balance as per the last financial statements	31,687.55	27,157.10
Profit for the year	5,542.43	5,535.29
Less: Appropriations		
Interim equity dividend	1,148.30	459.32
Tax on interim equity dividend	236.14	94.41
Dividend on equity shares	229.66	374.19
Tax on equity dividend	47.21	76.92
Buy Back expenses and Share of Buy Back	24.46	-
Income Tax on Buy Back of Shares and share of Tax on Buy Back	312.53	-
Closing Balance	<u>35,231.68</u>	<u>31,687.55</u>
Exchange Difference on translating Financial Statement of foreign Operations	475.69	189.70
	<u>38,784.49</u>	<u>36,109.62</u>

## NOTE 16 - SHORT TERM BORROWINGS

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>a) Secured Loans :</b>		
Working Capital Loans From Bank :		
a) Foreign Currency Loans	756.65	1,728.88
b) Rupee Loans	-	876.10
<b>Total</b>	<u>756.65</u>	<u>2,604.98</u>

- b) ₹ 756.65 lakhs Loan Taken from Citi Bank Secured by Secured by Pledge on investments in Fixed Maturity Plan (FMP) / Debt Mutual Funds and Deemed Promissory Note of ₹ 4500.00 lakhs and Letter of Continuity.

Particulars	Units
Aditya Birla Sun Life Saving Fund - Growth- Regular Plan	320003.072
ICICI Prudential Savings Fund - Growth	271166.586
Frankin India Liquid Fund -Super Institutional Plan-Growth	38343.216
Credit facilities from Kotak Mahindra Bank Limited for ₹ 4500.00 lakhs is secured by mutual funds as per follows.	

Particulars	Units
Axis Banking & PSU Debt Fund Growth	57743.442
IDFC Banking & PSU Debt Fund - Regular Plan - Growth	4369756.292
Kotak Floating Rate Fund Growth ( Regular Plan)	95918.763

### Maturity period

Type of Loan	Rate of Interest	Maturity Period
Pre-shipment credit in foreign currency	3.11%	Feb-21

## NOTE 17 - TRADE PAYABLES

(Amount are in Lakhs unless state otherwise)

Particulars	As at March 31, 2020	As at March 31, 2019
Total outstanding dues of micro enterprises and small enterprises	3.54	5.92
Total outstanding dues of creditors other than micro enterprises and small enterprises	7,156.90	4,734.80
<b>Total</b>	<u>7,160.44</u>	<u>4,740.72</u>

### (\*)DETAILS OF DUES TO MICRO ENTERPRISES AND SMALL ENTERPRISES :

(a) the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier at the end of each accounting year	3.54	5.92
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	NIL	NIL
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	0.24	0.65
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year	0.89	NIL
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	NIL	NIL



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## NOTE 18 - OTHER CURRENT FINANCIAL LIABILITIES

(Amount are in Lakhs unless state otherwise)

Particulars	As at March 31, 2020	As at March 31, 2019
a) Statutory dues payable	28.29	25.11
b) Salaries due to director	131.73	151.33
c) Other liabilities (including Expenses and Others)	207.16	41.42
d) Trade / Security Deposits	0.50	0.50
e) Advance received from clients	3.76	52.13
f) Unclaimed dividend (*)	61.59	51.39
<b>Total</b>	<b>433.03</b>	<b>321.88</b>

(\*) Investor Education and Protection Fund ('IEPF')- as at March 31, 2020, there is no amount due and outstanding to be transferred to the IEPF by the company. Unclaimed Dividend, if any, shall be transferred to IEPF as and when they become due.

## NOTE 19 - SHORT TERM PROVISIONS

Particulars	As at March 31, 2020	As at March 31, 2019
(a) Provision for employee benefits:		
(i) Provision for gratuity (net) (Refer Note 24)	51.20	43.50
(ii) Provision for Leave Salary	14.65	13.13
(b) Provision for tax	500.56	761.62
<b>Total</b>	<b>566.41</b>	<b>818.25</b>

## NOTE 20 - REVENUE FROM OPERATIONS

(Amount are in Lakhs unless state otherwise)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Revenue from contracts with customers disaggregated based on nature of product or services:</b>		
<b>Revenue from Sale of products:</b>		
(a) Manufactured goods	35,242.34	43,223.69
(b) Traded goods	1,206.61	1,333.82
(c) Sale of Services	1.84	80.28
	<b>36,450.79</b>	<b>44,637.79</b>
<b>Revenue from Sale of products comprises :</b>		
(a) Manufactured goods		
Sales of gold Jewellery	35235.80	43,180.00
Sales of Silver Jewellery	6.00	39.72
Sales of Other Misc. Products	0.54	3.97
	<b>35,242.34</b>	<b>43,223.69</b>
(b) Traded goods		
Sales of Cut & Polished Diamond	1,140.55	1,148.45
Sales of Colour stones	-	1.34
Sale of Gold	64.79	184.03
Sales of Other Misc. Products	1.27	-
	<b>1,206.61</b>	<b>1,333.82</b>
(c) Sales of Services :		
Job work Income	1.84	80.28
	<b>1.84</b>	<b>80.28</b>

**NOTE 21 - OTHER INCOME**

(Amount are in Lakhs unless state otherwise)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Interest received	520.86	480.33
Dividend on Shares and Units of Mutual Funds	82.46	176.94
Debit / Credit Balance written off	51.10	105.38
Profit on sale of fixed assets	7.12	9.41
Net gain on sale of Investment	-	59.00
Rent Income	7.80	39.61
Net gain on foreign currency transaction and translation	1,498.50	841.99
Miscellaneous Income	39.75	21.84
Consultancy and Labour Charges	4.12	15.35
Provision for Doubt Debt Reversed	-	25.00
Discount Received	1.17	0.09
Sale of Scrap	1.23	-
Bad Debts Recovered	-	5.35
<b>Total</b>	<b>2,214.11</b>	<b>1,780.29</b>

**NOTE 22 - COST OF MATERIALS CONSUMED**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Opening Stock	2,132.22	3,941.50
Add: Purchases	23,070.14	26,276.35
	25,202.36	30,217.85
Less : Closing Stock	1,932.17	2,132.22
<b>Total</b>	<b>23,270.19</b>	<b>28,085.63</b>

**NOTE 23 - (INCREASE)/DECREASE IN INVENTORIES**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Inventories at the beginning of the year</b>		
Finished goods	8,200.18	9,322.24
Work-in-progress	246.12	589.82
	8,446.30	9,912.06
<b>Inventories at the end of the year</b>		
Finished goods	6,941.69	8,200.18
Work-in-progress	452.54	246.12
	7,394.23	8,446.30
<b>Total</b>	<b>1,052.07</b>	<b>1,465.76</b>

**NOTE 24 - EMPLOYEE BENEFIT EXPENSES**

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Salaries, Wages, Bonus & Ex-gratia	1,286.28	1,317.00
Contribution to E.S.I.C.	1.53	3.33
Contribution to Provident Fund	3.75	6.38
Provision / Contribution to Group Gratuity and LIC	13.50	10.52
Workmen & Staff Welfare expenses	22.84	30.40
<b>Total</b>	<b>1,327.90</b>	<b>1,367.63</b>

# Goldiam International Limited

## Defined Contribution Plan :

Contribution to Provident Fund is ₹ 3.75 lakhs (Previous year ₹ 6.38 lakhs ), ESIC and Labour Welfare Fund includes ₹ 1.53 lakhs (Previous year ₹ 3.33 lakhs).

## Defined Benefit Plan :

Gratuity and Leave Encashment:

The Company makes partly annual contribution to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, a funded benefit plan for qualifying employees. 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.

Assumptions	Gratuity		Leave Encashment	
	Funded 31.03.2020	Funded 31.03.2019	Non Funded 31.03.2020	Non Funded 31.03.2019
<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	43.48	37.00	13.13	9.81
Current service cost	11.51	10.22	3.80	2.47
Past Service cost	(8.37)	(0.01)	(0.43)	(0.06)
Interest cost	2.66	2.30	0.71	9.96
Actuarial (gain) / loss	1.92	8.63	1.93	(7.38)
Benefits paid		(14.66)	(4.49)	(1.66)
Present Value of obligation as at the end of the year	<u>51.20</u>	<u>43.48</u>	<u>14.65</u>	<u>13.13</u>
<b>Change in Plan Assets</b>				
Plan assets at period beginning, at fair value	12.92	22.11	-	-
Expected return on plan assets	0.82	1.31	-	-
Actuarial (gain) / loss	(0.01)	(0.12)	-	-
Contributions	0.47	4.28	4.49	10.75
Benefits paid	(2.65)	(14.66)	(4.49)	(10.75)
Plan assets at period ended 2018, at fair value	<u>11.55</u>	<u>12.92</u>	<u>-</u>	<u>-</u>
<b>Fair Value of Plan Assets</b>				
Fair Value of plan assets at the beginning of the year	12.92	22.11	-	-
Actual return on plan assets	0.81	1.30	-	-
Contributions	0.47	4.28	-	-
Benefits paid	(2.65)	(14.66)	4.49	7.84
Fair Value of plan assets at the end of the year	<u>(11.55)</u>	<u>2.26</u>	<u>(4.49)</u>	<u>(7.84)</u>
Funded status		7.93	-	-
Excess of Actual over estimated return	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>
The amounts to be recognized in the Balance Sheet and statements of Profit and Loss				
Present value of obligations as at the end of year	51.20	43.48	-	13.12
Fair value of plan assets as at the end of the year	11.55	12.92	-	-
Funded status				-
Net asset/(liability) recognized in Balance Sheet	<u>39.65</u>	<u>30.56</u>	<u>-</u>	<u>13.12</u>
Expenses for the year				
Current service cost	-	6.07	3.80	2.45
Interest cost on benefit obligation	11.51	5.43	0.71	0.23
Expected return on plan assets	2.66	0.28	-	-
Net actuarial (gain)/loss recognised in the year	<u>(0.82)</u>	<u>(0.58)</u>	<u>(1.51)</u>	<u>1.71</u>
Total expenses recognised in the P & L A/c	<u>13.35</u>	<u>11.21</u>	<u>3.00</u>	<u>4.39</u>

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Assumptions	Gratuity		Leave Encashment	
	Funded	Funded	Non Funded	Non Funded
	31.03.2020	31.03.2019	31.03.2020	31.03.2019
<b>Remeasurement of the net defined benefit plans:</b>				
Actuarial (Gain) / Losses due to Demographic Assumption changes in DBO	5.43	4.73	-	0.83
Actuarial (Gain) / Losses due to Financial Assumption changes in DBO	(1.67)	(12.05)	2.90	(3.96)
Actuarial (Gain)/ Losses due to Experience on DBO	(5.68)	15.96	(0.98)	14.12
Return on Plan Assets (Greater)/ Less than Discount rate	0.01	0.10	-	-
Total Accrual Gain / Loss included in Other Comprehensive Income	<u>(1.91)</u>	<u>8.74</u>	<u>1.92</u>	<u>10.99</u>

## NOTE 25 - FINANCE COSTS

Particulars	Year ended	Year ended
	March 31, 2020	March 31, 2019
Interest on Bank Loan & Others	76.97	184.84
Net gain or loss on Foreign Exchange Currency loan	32.51	46.89
<b>Total</b>	<u>109.48</u>	<u>231.73</u>

## NOTE 26 - OTHER EXPENSES

Particulars	Year ended	Year ended
	March 31, 2020	March 31, 2019
Stores & Spares	90.67	86.56
Power & Water	117.53	138.97
Machinery & Electrical Repairs	22.99	35.28
Grooving Charges & labour charges	1.94	212.62
Insurance (Building)	0.29	0.37
Other Manufacturing Expenses	1,155.32	1,159.36
Insurance charges	63.56	87.82
Rent, Rates & Taxes	202.43	204.26
Repairs & Maintenance others	50.43	50.29
Advertisement	1.83	4.90
Travelling and Conveyance	141.25	112.79
Bank charges	87.29	54.76
Telephone charges	13.32	12.82
Printing & Stationery	12.22	10.79
Auditors' Remuneration	4.95	5.19
Donation	1.11	1.16
Vehicle expenses	21.92	16.15
ECGC Premium	0.41	0.61
Exhibition Expenses	6.49	24.26
Discount to Customers	-	1,174.47
General Expenses	409.44	466.01
C.S.R. Contribution	108.64	79.82
Net loss on sale of current Non Current Investments	52.36	-
Bad Debts	18.27	-
Selling & Distribution Expenses	493.25	436.20
Office & Miscellaneous Exp.	11.85	27.95
Legal & Professional Charges	283.44	368.16
Clearing Charges	78.91	131.73
<b>Total</b>	<u>3,452.11</u>	<u>4,903.30</u>

# Goldiam International Limited

## NOTE 27 - PROVISION FOR TAX

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
<b>Current tax</b>		
Current tax on profits for the year	1,677.04	2,190.64
Adjustments for current tax of prior periods		
<b>Total current tax expense</b>	<u>1,677.04</u>	<u>2,190.64</u>
<b>Deferred tax</b>		
Decrease/(increase) in deferred tax assets	5.31	(37.71)
<b>Total deferred tax expense/(benefit)</b>	<u>5.31</u>	<u>(37.71)</u>

## NOTE 28 - RELATED PARTY DISCLOSURE

In accordance with the requirement of Indian Accounting Standard (Ind AS) 24 "Related Party Disclosures" name of the related party, related parties relationships, transactions and outstanding balances including commitments where common control exist and with whom transactions have taken place during the reported period are as follows:

a) Related parties and relationship where control exists or with whom transactions were entered into :

- 1) **HOLDING COMPANY :**  
Goldiam International Limited
- 2) **ASSOCIATES :**  
Goldiam HK Limited
- 3) **OTHER ENTITIES IN WHICH KMP HAS SIGNIFICANT INFLUENCE**  
Sunshine Corporation  
Eco-Friendly Diamonds LLP
- 4) **KEY MANAGERIAL PERSONNEL OF HOLDING COMPANY :**  
Mr. Rashesh M. Bhansali  
Mr. Anmol Bhansali
- 5) **KEY MANAGERIAL PERSONNEL OF SUBSIDIARIES :**  
Mrs. Ami R. Bhansali  
Mr. Milan Mehta  
Mr. Nirav Mehta
- 6) **RELATIVE OF KEY MANAGERIAL PERSONNEL :**  
Kunal Vora  
Mrs. Tulsi Gupta  
Mrs. Nehal Vora  
Mr. Nehal Mehta

Details of transactions between the Company and its related parties are disclosed below:

b) Transactions during the year with related parties:

(Amounts are in lakhs unless stated otherwise)

Sr. No.	Particulars	Associates		Key Managerial Personnel		Other entities in which KMP has significant influence		Relative of Key Management Personnel	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
1	<b>Sale of goods</b>								
	Goldiam HK Limited	0.36	57.10	-	-			-	-
	Sunshine Corporation	-	-	-	-	10.01	109.64	-	-
	Eco-Friendly Diamonds LLP	-	-	-	-	854.87	303.81	-	-

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(Amounts are in lakhs unless stated otherwise)

Sr. No.	Particulars	Associates		Key Managerial Personnel		Other entities in which KMP has significant influence		Relative of Key Management Personnel	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
<b>2</b>	<b>Purchase of goods</b>								
	Sunshine Corporation	-	-	-	-	-	459.09	-	-
	Eco-Friendly Diamonds LLP	-	-	-	-	<b>1,018.59</b>	501.82	-	-
	Goldiam HK Limited	<b>8.05</b>	48.95	-	-	-	-	-	-
<b>3</b>	<b>Sale of assets</b>								
	Eco-Friendly Diamonds LLP	-	-	-	-	<b>0.06</b>	0.05	-	-
	Sunshine Corporation	-	-	-	-	<b>4.21</b>	3.83	-	-
<b>4</b>	<b>Rent received</b>								
	Eco-Friendly Diamonds LLP	-	-	-	-	<b>3.60</b>	3.60	-	-
	M.R. Bhansali & Co.	-	-	-	-	<b>1.36</b>	-	-	-
<b>5</b>	<b>Rent Paid :</b>								
	Sunshine Corporation	-	-	-	-	-	14.58	-	-
<b>6</b>	<b>Professional Charges :</b>								
	Mrs. Nehal Vora	-	-	-	-	-	-	<b>99.32</b>	138.25
<b>7</b>	<b>Commission given :</b>								
	Nehal Mehta	-	-	-	-	-	-	<b>11.37</b>	52.55
<b>8</b>	<b>Payments to &amp; provision for Directors' remuneration</b>								
	Mr. Rashesh M. Bhansali	-	-	<b>323.59</b>	314.60	-	-	-	-
	Mr. Anmol R. Bhansali	-	-	<b>143.59</b>	29.88	-	-	-	-
	Mrs. Ami R. Bhansali	-	-	<b>120.00</b>	168.50	-	-	-	-
	Mr. Kunal Vora	-	-	<b>96.00</b>	63.68	-	-	-	-
	Mr. Nirav Mehta	-	-	-	42.00	-	-	-	-
	Mrs. Tulsi Gupta	-	-	<b>18.00</b>	29.88	-	-	-	-

(Amounts are in lakhs unless stated otherwise)

Sr. No.	Particulars	Associates		Key Managerial Personnel		Other entities in which KMP has significant influence		Relative of Key Management Personnel	
		2019-20	2018-19	2019-20	2018-19	2019-20	2018-19	2019-20	2018-19
<b>1</b>	<b>Outstanding Receivables</b>								
	Goldiam HK Limited	<b>0.67</b>	16.67	-	-	-	-	-	-
	Sunshine Corporation	-	-	-	-	-	95.68	-	-
	Eco-Friendly Diamonds LLP	-	-	-	-	<b>896.59</b>	151.66	-	-
<b>2</b>	<b>Outstanding Payables</b>								
	Eco-Friendly Diamonds LLP	-	-	-	-	<b>1,178.78</b>	362.87	-	-
	Mr. Rashesh M. Bhansali	-	-	<b>30.27</b>	87.68	-	-	-	-
	Mr. Anmol R. Bhansali	-	-	<b>95.92</b>	2.04	-	-	-	-
	Mrs. Ami R. Bhansali	-	-	<b>3.06</b>	55.16	-	-	-	-
	Mr. Kunal Vora	-	-	<b>2.48</b>	6.47	-	-	-	-
	Mrs. Tulsi Gupta	-	-	<b>0.50</b>	0.86	-	-	-	-
	Mrs. Nehal Vora	-	-	-	-	-	-	<b>33.43</b>	34.01
	Mr. Nehal Mehta	-	-	-	-	-	-	-	7.33

## NOTE 29 - FINANCIAL INSTRUMENTS

### i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observe ability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

### Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2020	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
<b>Investments at fair value through OCI</b>				
Shares	0.19	-	37.85	38.04
Mutual funds	-	16,019.30	-	16,019.30
Bonds	539.56	-	-	539.56
Other	-	-	3,713.65	3,713.65
<b>Total financial assets</b>	<u>539.75</u>	<u>16,019.30</u>	<u>3,751.50</u>	<u>20,310.55</u>
<b>As at 31 March 2019</b>				
<b>Financial assets</b>				
<b>Investments at fair value through OCI</b>				
Shares	7.06	-	56.12	63.18
Mutual funds	-	13,638.03	-	13,638.03
Bonds	540.65	-	-	540.65
Other	-	1,086.55	1,363.84	2,450.39
<b>Total financial assets</b>	<u>547.71</u>	<u>14,724.58</u>	<u>1,419.96</u>	<u>16,692.25</u>

### (ii) Valuation process and technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

(a) The use of quoted market prices for investments in mutual funds.

## NOTE 30 - UNHEDGE FOREIGN EXPOSURE

Particular	As at March 31, 2020		As at March 31, 2019	
	In \$ lakh	₹ in lakh	In \$ lakh	₹ in lakhs
Outstanding Receivables	\$ 116.248	₹ 8,794.50	\$ 88.130	₹ 6,094.49
Outstanding creditors for goods and spares	\$ 46.950	₹ 3,552.45	\$ 62.250	₹ 4,308.62
Exchange Earner's Foreign Currency account with Banks	60.506	4,578.18	79.340	5,486.65
Outstanding creditors for spares (EURO)	€ 0.03298	₹ 2.57	€ 0.01510	₹ 1.17
Outstanding Payable for Packing Credit Loan in Foreign Currency	\$ 10.000	₹ 756.65	\$ 25.000	₹ 1,728.88

## NOTE 31 - EARNING PER SHARE

Particulars	As at March 31, 2020	As at March 31, 2019
Net profits attributable to the equity holders of the company used in calculating basic earnings per share	4,528.57	4,659.14
Share of Profit/(Loss) of Associates and Joint Venture profit before Tax	(8.72)	(14.51)
Net profits attributable to the equity holders of the company used in calculating diluted earnings per share	4,519.85	4,644.63
Weighted average number of equity shares used as the denominator in calculating basic earning per share	22903143.62	24285996
Weighted average number of equity shares used as the denominator in calculating diluted earning per share	22903143.62	24285996
<b>(a) Basic earnings per share</b>		
From continuing operations attributable to the equity holder of the company	19.73	19.12
<b>(a) Diluted earnings per share</b>		
From continuing operations attributable to the equity holders of the company	19.73	19.12

## NOTE 32 - OPERATING SEGEMENT

The managing committee of the Group is considered to be the 'Chief Operating Decision Maker' (CODM) as defined in IND AS 108. The Operating Segment is the level at which discrete financial information is available. The CODM allocates resources and assess performance at this level. The group has identified the below operating segments:

- (a) Jewellery Manufacturing Activity.
- (b) Investment Activity.
  - 1) Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
  - 2) Segment assets and Segment Liabilities represents assets and liabilities in respective segments. Tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

### Segment Information :

	JEWELLERY		INVESTMENTS ACTIVITY		OTHERS (Unallocated)		TOTAL	TOTAL
	31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019	31.03.2020	31.03.2019
Segment Revenue	38,061.58	45,701.81	550.96	716.26	-	-	38,612.54	46,418.07
Segment Results	5,897.83	6,542.96	521.87	647.33	-	-	6,419.70	7,190.29
Less: unallocated expenses net of unallocated (income)	-	-	-	-	(109.92)	(146.49)	(109.92)	(146.49)
Interest expenses (Net)	-	-	-	-	-	-	109.48	231.73
Profit before tax	-	-	-	-	-	-	6,200.30	6,812.06
Depreciation and Amortisation	-	-	-	-	-	-	248.48	269.07
Segment Assets	22,080.05	21,920.92	22,690.77	19,236.99	5,685.41	6,581.58	50,456.23	47,739.49
Segment Liabilities (excluding Shareholders' Funds)	8,396.54	7,705.90	19.43	18.31	500.56	761.62	8,916.53	8,485.83



## NOTE 33 - FINANCIAL RISK MANAGEMENT:

### I) Financial Instruments by Category :

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2020		As at March 31, 2019	
	FVOCI	Amortised Cost	FVOCI	Amortised Cost
<b>Financial assets :</b>				
<b>Investments</b>				
Mutual funds Shares and Bond	20,273.71	-	16,636.13	-
<b>Loans</b>				
(i) to others	-	246.25	-	265.70
(ii) to other body corporate	-	2,300.00	-	2,500.00
(iii) advance Income Tax	-	137.74	-	82.98
(iv) Assets Held for Sale	-	3.18	-	14.44
Trade receivables	-	9,962.26	-	8,460.53
Security deposits	-	36.70	-	38.73
Cash and cash equivalents	-	5,389.16	-	6,280.01
Unclaimed dividend account	-	61.59	-	51.39
<b>Total</b>	<b>20,273.71</b>	<b>18,136.88</b>	<b>16,636.13</b>	<b>17,693.78</b>
<b>Financial Liabilities</b>				
Borrowings	-	756.65	-	2,604.98
Trade payables	-	7,160.44	-	4,740.72
Other financial liabilities	-	433.03	-	321.88
<b>Total</b>	<b>-</b>	<b>8,350.12</b>	<b>-</b>	<b>7,667.58</b>

- a) The carrying value of trade receivables, securities deposits, insurance claim receivable, loans given, cash and bank balances and other financial assets recorded at amortised cost, is considered to be a reasonable approximation of fair value.

The carrying value of borrowings, trade payables and other financial liabilities recorded at amortised cost is considered to be a reasonable approximation of fair value.

### II) Risk management

The Group activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements:

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost.	Aging analysis	Bank deposits, diversification of asset base, credit limit and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting sensitivity analysis	Forward contracts
Market risk - interest rate	Borrowings at variable rates	Sensitivity analysis	Mix of borrowings taken at fixed and floating rates
Market risk - gold prices	Payables linked to gold prices	Sensitivity analysis	Used as a hedging instrument for gold inventory
Market risk - security price	Investments in equity securities	Sensitivity analysis	Portfolio diversification

The Group risk management is carried out by a central treasury department of the Group under policies approved by the Board of Directors. The Board of Directors provide written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, market risk, credit risk and investment of excess liquidity.

## A) Credit Risk

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Group causing financial loss. It arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Group maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date.

The Group continuously monitors defaults of customers and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Group policy is to deal only with creditworthy counterparties.

In respect of trade and other receivables, the Group is not exposed to any significant credit risk exposure to any single counterparty or any Group of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various geographical areas. The Group has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents, mutual funds, bank deposits, loans and derivative financial instruments is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

Group provides for expected credit losses on financial assets by assessing individual financial instruments for expectation of any credit losses. Since the assets have very low credit risk, and are for varied natures and purpose, there is no trend that the company can draw to apply consistently to entire population. For such financial assets, the Group policy is to provide for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Group does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

Detail of trade receivables that are past due is given below:

(Amounts are in Lakhs unless stated otherwise)

Particulars	As At	As At
	March 31, 2020	March 31, 2019
Not due	5,848.05	6,549.68
0-30 days past due	1,941.57	369.13
31-60 days past due	440.79	247.57
61-90 days past due	247.03	662.88
More than	1,484.82	631.26
<b>Total</b>	<b>9,962.26</b>	<b>8,460.52</b>

## B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Group liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates. In addition, the Group liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

### Financing arrangements

The Group had access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As At	As At
	March 31, 2020	March 31, 2019
Expiring within one year (bank overdraft and other facilities)	756.65	2,604.98
<b>Total</b>	<b>756.65</b>	<b>2,604.98</b>

# Goldiam International Limited

## Contractual maturities of financial liabilities

The tables below analyse the Group financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

As at March 31, 2020	Payable on demand	Less than 1 year	Less than 1-2 year	Less than 2-3 year	More than 3 year	Total
Non-derivatives						
Borrowings	-	756.65	-	-	-	756.65
Trade payable	-	7,145.20	1.34	2.12	11.78	7,160.44
Other financial liabilities	61.59	371.43	-	-	-	433.02
<b>Total</b>	<b>61.59</b>	<b>8,273.28</b>	<b>1.34</b>	<b>2.12</b>	<b>11.78</b>	<b>8,350.11</b>
As at March 31, 2019						
Non-derivatives						
Borrowings	-	2,604.97	-	-	-	2,604.97
Trade payable	-	4,708.64	7.28	8.62	10.26	4,734.80
Other financial liabilities	81.29	240.59	-	-	-	321.88
<b>Total</b>	<b>81.29</b>	<b>7,554.20</b>	<b>7.28</b>	<b>8.62</b>	<b>10.26</b>	<b>7,661.65</b>

## C) Market risk - foreign exchange

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to US Dollar. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Group functional currency. The Group, as per its overall strategy, uses forward contracts to mitigate its risks associated with fluctuations in foreign currency, and such contracts are not designated as hedges under Ind AS 109. The Group does not use forward contracts and swaps for speculative purposes.

### Sensitivity

The sensitivity to profit or loss from changes in the exchange rates arises mainly from financial instruments denominated in USD. In case of a reasonably possible change in INR/USD exchange rates of +/- 5% (previous year +/-3%) at the reporting date, keeping all other variables constant, there would have been an impact on profits of (+) ₹ 597.5 lakhs (previous year ₹ 570.63 lakhs).

## D) Interest rate risk

### i) Liabilities

The Group policy is to minimise interest rate cash flow risk exposures on long-term financing. At March 31, 2020, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates.

### Interest rate risk exposure

Below is the overall exposure of the Group to interest rate risk:

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2020	As at March 31, 2019
Variable rate borrowing	756.65	-
Fixed rate borrowing	-	2,604.98
<b>Total Borrowings</b>	<b>756.65</b>	<b>2,604.98</b>

### Sensitivity

The sensitivity to profit or loss in case of a reasonably possible change in interest rates of +/- 50 basis points (previous year: +/- 50 basis points), keeping all other variables constant, would have resulted in an impact on profits by ₹ 7.57 lakhs (previous year ₹ 26.05 lakhs).

## ii) Assets

The Group financial assets are carried at amortised cost and are at fixed rate only. They are, therefore, not subject to interest rate risk since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

## E) Price risk

### Exposure from investments in mutual funds:

The Group exposure to price risk arises from investments in mutual funds held by the Group and classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments in mutual funds, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

### Sensitivity

The sensitivity to profit or loss in case of an increase in price of the instrument by 2% keeping all other variables constant would have resulted in an impact on profits by ₹ 810.95 lakhs (previous year ₹ 665.44 lakhs).

### Exposure from trade payables:

The Group exposure to price risk also arises from trade payables of the Group that are at unfixed prices, and, therefore, payment is sensitive to changes in gold prices. The option to fix gold prices are classified in the balance sheet as fair value through profit or loss. The option to fix gold prices are at unfixed prices to hedge against potential losses in value of inventory of gold held by the Group.

The Group applies fair value hedge for the gold purchased whose price is to be fixed in future. Therefore, there will no impact of the fluctuation in the price of the gold on the Group profit for the period.

## NOTE 34 - CAPITAL MANAGEMENT:

The Group capital management objectives are:

- to ensure the Group ability to continue as a going concern
- to provide an adequate return to shareholders

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

The Management assesses the Group capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in the economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

## The Company monitors capital on the basis of the following ratios:

### 1. Equity ratio - Total equity divided by Total assets

(Amounts are in lakhs unless stated otherwise)

(a) Particulars	As at March 31, 2020	As at March 31, 2019
Total equity	41,001.98	38,406.22
Total Assets	50,487.10	47763.25
Equity ratio	81.21%	80.41%

### 2. Debt equity ratio - Total debt divided by Total equity

Total debt = Long term borrowings + Short term borrowings

(a) Particulars	As at March 31, 2020	As at March 31, 2019
Total debts	756.65	2,604.98
Total equity	41,001.98	38,406.22
Debt Equity Ratio	1.85%	6.78%

# Goldiam International Limited

## NOTE 35 -FOR DISCLOSURES MANDATED BY SCHEDULE III OF COMPANIES ACT 2013, BY WAY OF ADDITIONAL INFORMATION, REFER BELOW:

Name of the Entity in the	Net Assets i.e. total assets minus total liabilities		Share in Profit or Loss after Tax		Share in other Comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit or loss	Amount (₹ in Lakhs)	As % of other comprehensive Income	Amount (₹ in Lakhs)	As % of Share in comprehensive Income	Amount (₹ in Lakhs)
	31.03.2020	31.03.2020	31.03.2020	31.03.2020	31.03.2020	31.03.2020	31.03.2020	31.03.2020
1	2	3	4	5	6	7	8	9
<b>Parent Subsidiaries</b>								
<b>Indian :</b>								
1. Goldiam International Ltd.	49.63%	20,617.57	39.85%	1,868.41	53.75%	459.08	41.99%	2,327.48
2. Goldiam Jewellery Ltd	42.06%	17,472.81	51.59%	2,418.87	46.47%	396.94	50.80%	2,815.81
3. Diagold Designs Ltd	2.64%	1,097.21	-3.80%	(178.35)	-0.22%	(1.84)	-3.25%	(180.20)
<b>Foreign :</b>								
1. Goldiam USA Inc.	5.57%	2,314.30	12.54%	588.06	0.00%	-	10.61%	588.06
<b>Foreign :</b>								
1. Goldiam HK Limited	0.09%	37.85	-0.19%	(8.72)	0.00%	-	-0.16%	(8.72)
<b>TOTAL</b>	<b>100.00%</b>	<b>41,539.74</b>	<b>100.00%</b>	<b>4,688.27</b>	<b>100.00%</b>	<b>854.18</b>	<b>100.00%</b>	<b>5,542.43</b>

## NOTE 36 - REVENUE FROM CUSTOMER:

Ind AS 115 requires the estimated variable consideration to be estimated and constrained to prevent over- recognition of revenue. Based on the recent practice and based on the verbal contract with the customers the Group has provided variable consideration in the form of Discount which is generally offered to customers which is as under

The Group has recognised ₹ 2771.95 lakhs in current year (₹ 1477.90 lakhs in previous year) towards performance obligations for goods supplied to customers. The same is reflected as net off receivables in the Financial Statement

## NOTE 37 - CONTINGENT LIABILITIES NOT PROVIDED FOR:

(Amounts are in lakhs unless stated otherwise)

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Performance guarantee in favuor of Deputy. Commissioner Customs	<b>2,848.18</b>	2848.18
Property Tax (Note-a)	<b>319.82</b>	319.82
Bank Charges (Note - b)	-	74.85
Income Tax		
A.Y. 2010-11	<b>42.39</b>	95.43
A.Y. 2011-12	-	43.70
A.Y. 2012-13	-	69.48
A.Y. 2013-14	<b>112.94</b>	130.54
A.Y. 2014-15	-	4.47
A.Y. 2015-16	<b>15.22</b>	15.22
A.Y. 2016-17	<b>12.12</b>	12.12

Note (a) The Municipal Corporation of Greater Mumbai has preferred an appeal in the High Court of Judicature at Bombay against the order of Small Causes Court rejecting the claim of Municipal Corporation of Greater Mumbai for an amount of ₹ 136.97 lakhs (Previous year ₹ 136.97 lakhs) on account of property tax. The Property tax not provided for is ₹ 319.82 lakhs (Previous year ₹ 319.82) lakhs as per the capital value determined by the office of Assistant Assessor and Collector of Brihan Mumbai Mahanagarpalika.

Note -(b) The Bank has asked the one of the subsidiary to pay Previous Year ₹ 74.85 (lacs) for the difference in bank charges which was collected @ 1.20% PA instead of @ 3.60% PA on bank guarantee to issued in favour of The Bank of Nova Scotia for the period 2009-2016. The said amount has not been provided in books, as the Company requested the Bank to waive the said charges, on the legal ground that it is mistake from the Bank and the Company shall not be liable for the past dues.

38 Estimated amount of contracts remaining to be executed on Capital Account and not provided for is ₹ NIL lakhs (Previous year ₹ Nil Lakhs)

39 During the year under review, One of the Subsidiary, M/s. Diagold Designs Limited has bought back 719930 equity shares at an average price of ₹ 32.71 per equity share and, accordingly, utilized ₹ 235.41 Lakhs (Excluding transaction costs) towards the buyback of shares and the company has incurred ₹ 0.25 lakhs as Buy Back Expenses. As referred to in Ind As 32 the share of amount utilized for Buy Back and expenses incurred for Buy Back has been reduced from Retain Earnings of the Group.

40 In accordance with Sec 68, 69, 70 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) ("SEBI Buy Back Regulations"), the Company concluded during the year, the buyback of 791073 equity shares (previous year 1980000 shares) equity shares of ₹10/- each fully paid up, as approved by the Board of Directors on 12th February, 2020 (previous year 13th February, 2019) by way of tender offer through stock exchange mechanism for cash at price of ₹ 156.03/- (previous year ₹ 89.066/-) per equity share. This has resulted in a total cash outflow of ₹ 1234.36 Lakhs (previous year ₹ 1763.51 Lakhs).

Pursuant to buyback the Company has adjusted premium on buyback of ₹ 146.30/- (previous year ₹ 79.066/-) per share aggregating ₹ 1155.20 Lakhs (previous year ₹ 1565.51 Lakhs), out of General Reserve ₹ 1155.20 Lakhs (previous year ₹ 1565.51 Lakhs). Further, an amount of ₹ 79.11 Lakhs (previous year ₹ 198.00 Lakhs) (equivalent to the face value of shares) has been transferred to Capital Redemption Reserve from the General Reserve. Buy-back expenses of ₹ 24.33 Lakhs (previous year ₹ 14.08 Lakhs from General Reserve) and Tax on Buy back of equity shares ₹ 287.56 Lakhs (Previous year ₹ Nil).

41 All assets and liabilities have been classified as current or non-current as per the Group normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

42 Transition of Ind As 116 :

Group as a lessee :

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of lowvalue assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

As per Ind A S 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. There will not be any material effect of the said implementation of Ind As 116 to the Group. The Group has not entered into any lease agreement except allotment of unit / space at Seepz-sez, under the supervision of Development Commissioner Seepz-Sez against grant of Letter of Permission renewable at the option of the Development commissioner after review of export performance and its achievement as per projections. The Lease charges paid on yearly basis and charged to revenue account.

Group as a lessor:

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

# Goldiam International Limited

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43 Note on Covid -19 impact and its assessment:

The Group's office and manufacturing facilities remained shut due to lockdown imposed by Government of respective countries, which has impacted its operations of the Group. Some of the Group's pending orders are on hold as per requirements of buyers.

The Group has resumed its operation and started manufacturing facilities in phased manner as per the directives the Government of India. The Group is adhering to COVID-19 guidelines issued by the Government of respective countries for its operations. Due to lockdown Group's revenue and profitability of the Group are likely to be adversely impacted.

As the business situation is very dynamic, the Group is closely monitoring it. However, the impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial statements. The Group has taken into consideration the impact in its financial statements as at 31st March, 2020. The Group will continue to monitor any material changes to future economic conditions.

44 One of the Associates company M/s. Goldiam HK Limited in which company holds 49.963% and which was incorporated in Hong Kong has applied for 28% capital reduction and the formalities for the same is expected to complete within due course. are held-up due to continuous protest in Hong Kong.

45 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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Notes 1 to 45 form an integral part of these consolidated financial statements.

As per our attached report of even date.

**For J.D. Zatakia & Co.**  
**Chartered Accountants**  
**ICAI Firm Registration No. 111777W**

**J. D. Zatakia**  
**Proprietor**  
**Mem No. : 17669**  
**Place : Mumbai**  
**Date : 25th June, 2020**

For and on behalf of the Board of Goldiam International Ltd.

**Anmol R. Bhansali**  
**Director**  
**(DIN-07931599)**

**Pankaj Parkhiya**  
**Company Secretary**  
**Place : Mumbai**  
**Date : 25th June, 2020**

**Rashesh M. Bhansali**  
**Executive Chairman**  
**(DIN No. 00057931)**

**Darshana Faldu**  
**Chief Financial Officer**

**STATEMENT CONTAINING SALIENT FEATURES OF THE CONSOLIDATED FINANCIAL STATEMENT OF SUBSIDIARIES /JOINT VENTURE AS AT 31ST MARCH 2020**

## Form AOC - I

**PART "A": Subsidiaries**

1	SI.No.	1	2	3	
2	Name of the subsidiary	Goldiam Jewellery Limited	Diagold Designs Limited	Goldiam USA, Inc.	
3	Reporting Currency	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	\$ in Lakhs
4	Share Capital	100.00	328.00	0.00	0.00
5	Reserves & surplus	17,372.81	769.21	2,314.30	30.59
6	Total Assets	21,862.00	1,102.31	11,175.06	147.69
7	Total Liabilities	4,389.19	5.10	8,860.76	117.11
8	Investments	6,110.24	35.99	-	-
9	Turnover/Total Income	18,637.90	214.41	-	382.57
10	Profit Before Taxation	3,663.77	(344.58)	-	11.46
11	Provision for Taxation	847.96	2.65	-	2.43
12	Exceptional Items	-	-	-	-
13	Profit After Taxation	2,815.81	(347.23)	-	9.03
14	Proposed Dividend	-	-	-	-
15	% of shareholding	100.00	50.99	100.00	-
	Country	India	India	USA	USA

As on March 31, 2020 US\$ 1 = ₹ 75.665

**PART "B": Associates**

Statement pursuant to section 129 (3) of the Companies Act, 2013 related to Associate Companies.

Name of Associates	Goldiam HK Limited
1 Latest audited Balance Sheet Date	31/03/2020
2 Shares of Associate held by the company on the year end	
a) No. of shares	5986625
b) Amount of investment in Associate	82.00
c) Extend of holding %	0.50
3 Description of how there is significant influence	% of holding
4 Reason why the associate is not consolidated	N.A.
5 Networth attributable to shareholding as per latest audited balance sheet	75.75
6 Profit/Loss for the year	(17.46)
7 Total Liabilities	139.16



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**GOLDIAM INTERNATIONAL LIMITED**

Gems & Jewellery Complex,

SEEPZ, Andheri (East),

Mumbai - 400 096.