Goldiam International Ltd

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

CIN:L36912MH1986PLC041203

October 1, 2016

To,	To,
BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers,	Exchange Plaza,
Dalal Street,	Bandra Kurla Complex,
Mumbai- 400 001.	MUMBAI- 400 051.
Scrip Code: 526729	**Scrip Code: GOLDIAM EQ**

Dear Sirs,

Sub: **Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 -29th Annual Report for the F.Y. 2015-16**

In compliance with the Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we submit herewith the 29th Annual Report of the Company for the Financial Year 2015-16, further the 29th Annual General Meeting of the Company held on Tuesday, September 27, 2016 at 11.00 a.m. (concluded at 11.25 a.m.) at the TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai - 400 093.

You are requested to take the note of the same.

Thanking you,

Yours faithfully,
For **Goldiam International Limited**

GOLDIAM INTERNATIONAL LIMITED MUMBAI

Pankaj Parkhiya
Company Secretary

Encl: a/a

Registered Office
Gems & Jewellery Complex, Santacruz Electronics Export Processing Zone, Andheri (East), Mumbai – 400096. India
Phones: (022)28291893, 28290396, 28292397 Fax: (022)28292885, 28290418 Email goldiam@vsnl.com website: www.goldiam.com

FORM A
STANDALONE
(for audit report with unmodified opinion)
[pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

1.	Name of the Company	**Goldiam International Limited**
2.	Annual Financial statements for the year ended	**March 31, 2016**
3.	Type of Audit observation	**Un-modified**
4.	Frequency of observation	**Not Applicable**

For Goldiam International Limited
Vice Chairman & Managing Director

Rashesh M. Bhansali
Vice-Chairman & Managing Director

GOLDIAM INTERNATIONAL LIMITED MUMBAI

Darshana Patel
Chief Financial Officer

Ajay M. Khatlawala
Audit Committee Chairman

PULINDRA PATEL & CO. MUMBAI C.A.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

CIN:- L36912MH1986PLC041203

FORM A
CONSOLIDATED
(for audit report with unmodified opinion)
[pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

1.	Name of the Company	**Goldiam International Limited**
2.	Annual Financial statements for the year ended	**March 31, 2016**
3.	Type of Audit observation	**Un-modified**
4.	Frequency of observation	**Not Applicable**

For Goldiam International Limited
Vice Chairman & Managing Director

Rashesh M. Bhansali
Vice-Chairman & Managing Director

GOLDIAM INTERNATIONAL LIMITED MUMBAI

Darshana Patel
Chief Financial Officer

Ajay M. Khatlawala
Audit Committee Chairman

PULINDRA PATEL & CO. MUMBAI C. A.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

Annual Report

2015-2016

Goldiam International Limited

MANUFACTURERS & EXPORTERS OF DIAMONDS & JEWELLERY

BOARD OF DIRECTORS

Manhar R. Bhansali	Chairman- Non-Executive
Rashesh M. Bhansali	Vice-Chairman & Managing Director
Ajay M. Khatlawala	Director- Independent
Rajesh G. Kapadia	Director - Independent
Dr. R. Srinivasan	Director - Independent
Ami R. Bhansali	Director- Non-Executive Non-Independent (Resigned on May 27, 2016)
Tulsi R. Bhansali	Additional Director- Non-Executive Non-Independent (Appointed w.e.f. August 12, 2016)

BOARD COMMITTEES

Audit Committee

Rajesh G. Kapadia
Ajay M. Khatlawala
Dr. R. Srinivasan
Rashesh M. Bhansali

Stake Holder Relationship Committee

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

Company Secretary & Compliance Officer

Pankaj J. Parkhiya (w.e.f. August 10, 2016)
Manish Raval (up to April 18, 2015)

AUDITORS

Pulindra Patel & Co., Chartered Accountants

BANKERS

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

REGISTERED OFFICE

Goldiam International Limited
CIN: L36912MH1986PLC041203
Gems & Jewellery Complex, MIDC,
SEEPZ, Andheri (East), Mumbai - 400 096
Website: www.goldiam.com E-mail: goldiam@vsnl.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-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West), Mumbai - 400 078.
Tel no.: 25946970-78 Fax: 25946969
E-mail: rnt.helpdesk@linkintime.co.in

Corporate Social Responsibility Committee

Ajay M. Khatlawala
Manhar R. Bhansali
Rashesh M. Bhansali

Share Transfer Committee

Manhar R. Bhansali
Rashesh M. Bhansali
Ajay M. Khatlawala

Listing

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

National Stock Exchange of India Limited
"Exchange Plaza", Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Contents:

Notice 2
Board Report 10
Management Discussion and Analysis 36
Report on Corporate Governance 38
Auditors' Report 51
Balance Sheet 56
Profit and Loss Account 57
Cash Flow statement 58
Significant Accounting Policies 59
Notes on Financial Statements 62
Auditors' Report on Consolidated Accounts 81
Consolidated Balance Sheet 84
Consolidated Statement of Profit / Loss Account 85
Consolidated Cash Flow Statement 86
Significant Accounting Policies on Consolidated Accounts 87
Notes on Consolidated Financial Statements 91
Summary of financial information of Subsidiary companies 113

GOLDIAM INTERNATIONAL LIMITED
CIN: L36912MH1986PLC041203

Registered 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: goldiam@vsnl.com | Website: www.goldiam.com

NOTICE

NOTICE is hereby given that the TWENTY NINTH ANNUAL GENERAL MEETING of the Members of GOLDIAM INTERNATIONAL LIMITED will be held on Tuesday, September 27, 2016 at 11.00 a.m.at TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai – 400 093 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016, together with the Report of the Directors and the Auditors thereon; and the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Report of the Auditors thereon.
2. To confirm the interim dividend of ₹ 2/- (i.e. 20%) on each paid up equity share already paid and declare final dividend of ₹ 0.50 (i.e. 5%) on each paid up equity share for the financial year ended March 31, 2016.
3. To appoint a Director in place of Mr. Rashesh M. Bhansali (DIN 00057931) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To ratify the appointment of the Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made there under, the appointment of M/s. Pulindra Patel & Co., Chartered Accountants, (Firm Registration No 115187W) approved in the 27th Annual General Meeting until 30th Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Tulsi Rashesh Bhansali (DIN: 06905143), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. August 12, 2016 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 Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the said Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

By Order of the Board of Directors

Sd/-

Pankaj Parkhiya
Company Secretary

Place: Mumbai

Date: August 12, 2016

Regd. Office:
Gems & Jewellery Complex,
M.I.D.C., SEEPZ, Andheri (E),
Mumbai - 400 096.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING" OR "AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

   A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

   Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

   In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

2. The details of the Directors proposed to be appointed/ re-appointed, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 is attached to this Notice.

3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under item no. 5 is annexed hereto.

4. (a) The Register of Members and Share Transfer Books will remain closed from **Monday, September 19, 2016 to Tuesday, September 27, 2016 (both days inclusive)** for annual closing and determining the entitlement of the shareholders to the final dividend for the financial year ended March 31, 2016.

   (b) Subject to the provisions of Section 126 of Companies Act, 2013 dividend as recommended by the Board of Directors, if declared at the Meeting, will be paid on or after October 3, 2016 to those members whose names appear on the Register of Members as on September 18, 2016; in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.

   (c) Members holding the shares in electronic mode may please note that their dividend would be paid through National Electronic Clearing System (NECS) or Electronic Clearing Services (ECS) at the available RBI locations. The dividend would be credited to their bank account as per the mandate given by the members to their DPs. In the absence of availability of NECS/ ECS facility, the dividend would be paid through warrants and the Bank details as furnished by the respective depositories to the Company will be printed on their dividend warrants/Demand Drafts as per the applicable Regulations.

5. Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956, the amount of dividend not encashed or claimed within 7 (seven) 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. Members who have not yet encashed their final and/or interim dividend warrant(s) for the financial year 2009-2010, 2010-2011, 2011-2012, 2012-2013 and 2013-2014 are requested to approach 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

6. 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.

7. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited immediately of :
   - 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.

8. 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.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in 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 / Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd.

10. Members desirous of obtaining any information concerning the accounts are requested to write to the Company at least 10 days before the date of the meeting so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.

11. In terms of Section 101 and 136 of the Companies Act, 2013 read together with Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with the Company or with the share transfer agent of the Company or with their respective Depository Participants (s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode. To support the 'Green Initiative', the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email addresses with the Registrar & Transfer Agent of the Company.

12. Members may also note that the copy of Annual Report will also be available on the Company's website www.goldiam.com.

13. All documents referred to in the accompanying Notice and the Explanatory Statement, and other statutory register shall be open for inspection at the Registered Office of the Company between (11.00 am to 1.00 pm) on all working days except Sunday and public holiday up to and including the date of the Annual General Meeting of the Company.

14. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are, therefore, requested to bring their copies of Annual Report with them along with the Attendance slip duly signed and completed quoting their Folio No., in case shares are held in physical form or their DP ID number and Client ID number in case the shares are held in electronic form.

15. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013; and the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

16. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.

17. 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.

18. <u>Voting through electronic means</u> :-

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" (e-voting from a place other than venue of the AGM), to enable them to cast their votes for the businesses to be transacted at the 29th AGM of the Company. The Company has entered into an agreement with Central Depository Services (India) Ltd. (CDSL) for facilitating e-voting to enable all its Shareholders to cast their vote electronically.

The facility for voting, either through electronic voting system or ballot/polling paper shall also be made available at the venue of the AGM, apart from the remote e-voting facility provided prior to the date of AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the AGM.

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

(A) The voting period begins on September 24, 2016 at 9.00 a.m. and ends on September 26, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

(B) In case of members receiving e-mail:

i) Log on to the e-voting website www.evotingindia.com

ii) Now click on "Shareholders" to cast your votes.

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	Folio Number registered with the Company.

iv) Next enter the Image Verification as displayed and Click on Login.

v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vi) If you are a first time user follow the steps given below:

	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)
	• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip in the PAN field.
Date of Birth(DOB) OR Dividend Bank Details	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 Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • 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).

vii) After entering these details appropriately, click on "SUBMIT" tab.

viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x) Click on the EVSN for the relevant Company i.e. Goldiam International Limited on which you choose to vote.

xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com. 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 20, 2016.

xx) 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, thereafters 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 AGM forthwith. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.goldiam.com and on the website of CDSL and shall be communicated to the Stock Exchanges.

By Order of the Board of Directors

Sd/-

Place: Mumbai
Date: August 12, 2016

Pankaj Parkhiya
Company Secretary

Regd. Office: Gems & Jewellery Complex,
M.I.D.C., SEEPZ, Andheri (E),
Mumbai - 400 096.

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

Item No.5

Ms. Tulsi Rashesh Bhansali (DIN 06905143), aged about 24 years, was appointed as an additional Director of the Company at the Board Meeting held on August 12, 2016. In terms of Section 161 of the Companies Act, 2013, she holds office up to the date of the Twenty Ninth Annual General Meeting.

The Board of Directors approved the aforesaid appointment of Ms. Tulsi R. Bhansali, based on the recommendation of the Nomination and Remuneration Committee, pursuant to Section 178 of the Companies Act, 2013 and Rules framed thereunder and also in terms of the Nomination and Remuneration policy of the Company.

The Company has obtained from Ms. Tulsi R. Bhansali her consent in Form DIR-2 to act as a Director and also received intimation in Form DIR-8 to the effect that she is not disqualified to be appointed as a Director in any Company. The Company has received Notice in writing under Section 160 of the Companies Act, 2013, from a Member along with a deposit of ₹ 1,00,000/- proposing the candidature of Ms. Tulsi R. Bhansali as a Director of the Company.

Brief resume of Ms. Tulsi R. Bhansali, nature of her experience in specific functional area, names of companies in which she holds Directorships and Membership/ Chairmanship of Board Committtees, etc. are separately annexed hereto. Ms. Tulsi R. Bhansali does not hold any Equity Share in the Company.

The Board considers that association of Ms. Tulsi R. Bhansali will be immense benefit to the Company and it would be prudent to appoint Ms. Tulsi R. Bhansali on the Board of Directors of the Company. As a Director of the Company, Ms. Tulsi R. Bhansali shall be liable to determination by retirement of Directors by rotation at Annual General Meetings. Accordingly, the Board recommends Resolution No.5 for approval by the Members.

Except Mr. Manhar R. Bhansali, Chairman, Mr. Rashesh M. Bhansali, Vice-Chairman & Managing Director and Ms. Tulsi R. Bhansali, no other Director or key Managerial Personnel of the Company or their relatives is concerned or interested in Resolution No.5 as contained in the Notice.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING:-

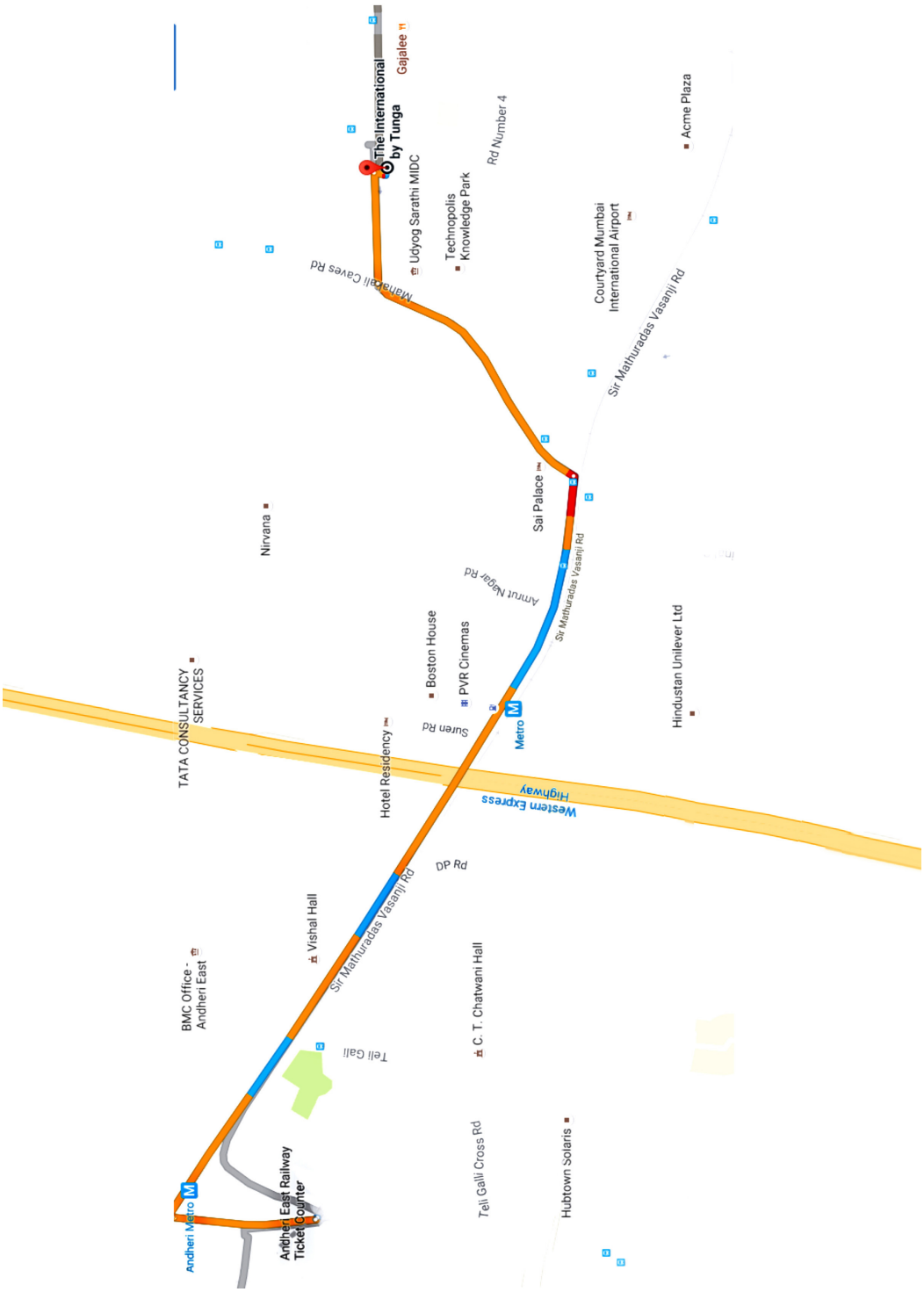
Profile of Mr. Rashesh M. Bhansali (DIN 00057931)

Date of Birth	July 6, 1968
Nationality	Indian
Date of Appointment	September 1, 1988
Qualifications	Bachelors degree in Commerce
Expertise in specific functional area	Wide Knowledge & experience in the field of diamonds & jewellery of more than 15 years
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	• Diagold Designs Limited • Goldiam Jewellery Limited
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholders'/Investor Grievance Committees)	Member of Audit Committee of Goldiam Jewellery Limited
Number of Shares held	60,00,000
Relationships between Directors inter-se	Mr. Manhar R. Bhansali, Chairman – Father Ms. Tulsi R. Bhansali, Non Executive Non Independent Director – Daughter

Profile of Ms. Tulsi R. Bhansali (DIN 06905143)

Date of Birth	March 16, 1992
Nationality	Indian
Date of Appointment	August 12, 2016
Qualifications	2015 Gemmological Institute of America (GIA) Certified "Jewellery Designer" 2013-14 Imperial College London, Business School MSc(Hons) in Innovation, Entrepreneurship and Management 2010-13 University of Warwick, United Kingdom BA (Hons) in Sociology 2008-10 B.D. Somani International School, India International Baccalaureate
Expertise in specific functional area	Wide Knowledge & experience in the field of diamonds & jewellery
Directorships held in other Indian Public Companies (excluding Foreign Companies and Section 8 Companies)	NIL
Memberships/Chairmanships of Committees of other Public Companies (includes only Audit and Shareholders'/Investor Grievance Committees)	NIL
Number of Shares held	NIL
Relationships between Directors inter-se	Mr. Manhar R. Bhansali, Chairman – Grandfather Mr. Rashesh M. Bhansali, Vice-Chairman & MD- Father
Employee	As a Marketing Executive with Goldiam Jewellery Limited- wholly owned subsidiary company.

Road Map : Direction from Andheri Railway Station to AGM Venue



BOARD OF DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Twenty Ninth Annual Report on the affairs of the Company together with the Audited Statement of Accounts for the year ended March 31, 2016.

FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	**Current Year 31.03.2016**	Previous Year 31.03.2015
Sales for the year	**13185.47**	11894.27
Profit before Interest & finance charges, depreciation & taxation	**2142.86**	1651.70
Less: Interest & finance Charges	**52.21**	62.15
Operating profit before depreciation & taxation	**2090.65**	1589.55
Less: Depreciation, amortization & impairment of asset	**194.99**	235.42
Profit before Exceptional Items	**1895.66**	1354.13
Add: Exceptional Items	**-**	75.70
Profit before taxation	**1895.66**	1429.83
Current Tax & Prior Year	**370.02**	300.75
Deferred Tax Liability	**6.74**	13.67
Profit after taxation	**1532.38**	1115.41
Add: Balance brought forward	**9745.22**	9070.65
Profit available for appropriation	**11277.60**	10186.06
Less: Appropriation:		
Transfer to General Reserve	**0.00**	0.00
Interim Dividend	**498.92**	0.00
Tax on Interim Dividend	**97.42**	0.00
Proposed Dividend	**124.73**	374.19
Provision for Tax on Proposed Dividend	**122.81**	66.66
Balance carried forward to Balance Sheet	**10531.14**	9745.21

OPERATION, STATE OF AFFAIRS AND INTERNAL CONTROL

The Company achieved a consolidated turnover of ₹33,002.81 lakhs as compared to ₹32,155.53 lakhs in the previous year thereby registering a growth of approximately 2.63% over previous year. The consolidated Profit before tax and exceptional items were ₹4181.64 lakhs as against ₹2774.17 lakhs of the previous year registering a growth of approximately 50.73% over previous year. The consolidated Profit after tax stood at ₹3300.97 lakhs as compared to the profit of ₹ 2,184.82 lakhs in the previous year.

The Company has achieved a standalone turnover of ₹13185.46 during the FY 2015-2016 as compared to ₹11894.27 lakhs during the previous year thereby registering a growth of approximately 10.86% over previous year. The standalone profit after tax of the Company increased by 37.38% from ₹1,115.41 lakhs to ₹1532.38 lakhs in the current year.

FINANCE

Cash and cash equivalent as at March 31, 2016 was ₹2381.36 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 Accounting Standards. The audited consolidated financial statements together with Auditors' Report form part of the Annual Report.

DIVIDEND

The Company paid an interim dividend of 20% (₹2/- per share) during the years. In view to conserve resources for the future requirements, the Directors have recommended a final dividend of 5% (₹ 0.50 per share). Thus the aggregate dividend for the year 2015-2016 is 25% (₹ 2.50 per share) and the total payout will be ₹ 746.46 lakhs, including dividend distribution tax of ₹ 122.81 lakhs.

TRANSFER TO RESERVE

The Company does not proposes to make any transfer to reserves.

SHARE CAPITAL

The paid up equity share capital as on March 31, 2016 was ₹ 2494.60 lakhs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2016, 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. Manhar R. Bhansali (Chairman-NED)	71,03,428
2.	Mr. Rashesh M. Bhansali (MD-ED)	60,00,000
3.	Mr. Ajay M. Khatlawala (ID)	1,000

UNCLAIMED SHARES

As on March 31, 2016, the Company has 126200 unclaimed equity shares of ₹10/- each belonging to 239 investors further the Company is holding these shares in a Demat "Unclaimed Suspense Account" with Stock Holding Corporation of India Ltd. on behalf of the shareholders of these shares. The voting rights in respect of these shares would remain frozen till the rightful owners claims it as per the procedure laid down under the Listing Regulations.

DEPOSITS

The Company has not accepted deposits covered under Chapter V of the Companies Act, 2013 and accordingly, the disclosure requirements stipulated under the said Chapter are not applicable.

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 are provided in Notes 41 of the Standalone Financial Statements.

REVIEW OF SUBSIDIARIES AND ASSOCIATES

Your Company has three Subsidiaries and one Associate 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 and Associate Company is annexed to this Annual Report pursuant to Section 129 of the Companies Act, 2013 and Rules made thereunder in prescribed From AOC-1 and hence not repeated here for the sake of brevity.

EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in form MGT-9 is annexed herewith as Annexure A.

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 of the Companies Act, 2013 and provisions of the Listing Regulations, stating that the they meet the criteria of independence as provided therein.

BOARD EVALUATION

In compliance with the Companies Act, 2013, and Regulation 17 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 Policy is approved by the Nomination & Remuneration Committee and the Board. 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.

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 policy on Company's familiarization programme for Independent Directors is posted on the Company's website at www.goldiam.com.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Tulsi R. Bhansali (DIN 06905143) as an Additional Director w.e.f. August 12, 2016 and Mr. Pankaj J. Parkhiya as Company Secretary and Compliance Officer of the Company w.e.f. August 10, 2015.

During the year Mr. Manish Raval has resigned from the post of Company Secretary and Compliance Officer w.e.f. April 18, 2015 further Ms. Jinal Shah, was appointed as Compliance Officer for the period from April 19, 2015 to August 9, 2015.

RESIGNATION AND RE-APPOINTMENTS

Mrs. Ami R. Bhansali resigned from the post of the Non-Executive Director of the Company due to some personal reason and certain other pre-occupations w.e.f. May 27, 2016 after conclusion of the Board Meeting held on the same day. The Board placed on record its appreciation for the valuable services rendered by Mrs. Ami R. Bhansali.

As per the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Rashesh M. Bhansali (DIN: 00057931), Director retires at the ensuing Annual General Meeting and, being eligible offers himself for re-appointment.

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, 2016, the applicable accounting standards have been followed along with proper explanations relating to material departures;

(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, 2016 and of the statement of profit and loss and cash flow of the Company for the period ended March 31, 2016;

(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 directors have prepared the annual accounts 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) proper systems to ensure compliance with the provisions of all applicable laws has been devised 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 Board Report for the year ended March 31, 2016 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/Policy%20on%20Related%20Party%20Transaction.pdf. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

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

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

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Goldiam USA Inc. (Wholly Owned Subsidiary)	Sale and Purchase	5 years	Value of the contract is ₹ 200 Crores	N.A	N.A

Note: *Audit Committee had granted omnibus approval for the related party transaction to be entered with Goldiam USA, Inc. at the meeting of Committee held on May 27, 2014.*

AUDITORS

AUDITORS AND THEIR REPORT

M/s. Pulindra Patel & Co., Chartered Accountants having registration number FRN No.115187W were appointed as Statutory Auditors of your Company at the 27th Annual General Meeting held on September 30, 2014 for a term of three consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

The Board has appointed M/s. R.N. Shah & Associates, Company Secretaries in Whole-time Practice, to carry out Secretarial Audit under the provisions of section 204 of the Companies Act, 2013 for the financial year 2015-16. The report of the secretarial Auditor is annexed to this report as Annexure D. The report does not contain any qualification.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS OR REGULATORS

Except as stated elsewhere about passing of Order by the Competition appellate Tribunal, 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 E.

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 and the Board of Directors 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 approximately ₹26.10 lakhs towards CSR activities, the Company has undertaken projects in the area of animal welfare, promoting preventive health care and promoting education including special education 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, "Dr. D Y Patil Educational Enterprises Charitable Trust" undertaking "promoting education including special education" project and "Rotary Club of Bombay Queens Necklace Charitable Trust" 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 F.

PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE:

The Company has in place an Anti 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. Rajesh G. Kapadia, Chairman of Audit Committee through email or by correspondence through post. Further details are available on the company's website www.goldiam.com.

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

Sd/-
Manhar R. Bhansali
Chairman
(DIN 00058699)

Place: Mumbai
Dated: August 12, 2016

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: goldiam@vsnl.com Website: www.goldiam.com
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-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup, (West), Mumbai – 400 078. Tel.: 25946970-78, Fax: 25946969 Email: rnt.helpdesk@linkintime.co.in

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	93.02%

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	Subsidiary	100%	Section 2(87)
2	Goldiam USA, Inc. (22 West 48th Street Suite # 305, New York, NY 10036 USA)	N.A	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)	49.96	Section 2(6)

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	
A. Promoters									
(1) Indian									
a) Individual/HUF	14198100	-	14098100	56.9153	14198100	-	14198100	56.9153	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other….	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	**14198100**	**-**	**14098100**	**56.9153**	**14198100**	**-**	**14198100**	**56.9153**	**-**
(2) Foreign									
a) NRIs -									
Individuals	-	-	-	-	-	-	-	-	-
b) Other –									
Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other….	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	**14198100**	**-**	**14198100**	**56.9153**	**14198100**	**-**	**14198100**	**56.9153**	**-**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	6000	2000	8000	0.0321	-	-	-	-	-0.0321
b) Banks / FI	0	400	400	0.0016	-	400	400	0.0016	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
UTI	-	-	-	-	-	2000	2000	0.0080	+0.0080
Sub-total (B) (1):	**6000**	**2400**	**8400**	**0.0337**	**-**	**2400**	**2400**	**0.0096**	**-0.0241**

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	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	577391	-	577391	2.3146	483737	-	483737	1.9391	-0.3755
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3698170	392532	4090702	16.3982	4222585	384232	4606817	18.4671	+2.0689
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	2589463	-	2589463	10.3803	2002700	-	2002700	8.0281	-2.3521
c) Others (specify)									
Clearing member	18565	-	18565	0.0744	30872	-	30872	0.1237	+0.0493
Market Maker	20824	-	20824	0.0835	18962	-	18962	0.0760	-0.0074
Foreign Nationals	-	1600	1600	0.0064	-	800	800	0.0032	-0.0031
Non Resident Indians (Repat)	235145	2000	237145	0.9506	240497	2000	242497	0.9720	+0.0214
Non Resident Indians (Non-Repat)	132159	-	132159	0.5298	128929	-	128929	0.5168	-0.0129
Foreign Companies	2700000	-	2700000	10.8234	2700000	-	2700000	10.8234	-
Overseas Corporate Bodies	-	15000	15000	0.0601	-	15000	15000	0.0601	-
Independent Directors	1000	-	1000	0.0040	1000	-	1000	0.0040	-
HUF	355647	-	355647	1.4257	514182	-	514182	2.0611	+0.6354
Sub-total (B)(2):	**10328364**	**411132**	**10739496**	**43.0510**	**10343464**	**402032**	**10745496**	**43.0750**	**0.0240**
Total Public Shareholding *(B)=(B)(1)+ (B)(2)*	**10334364**	**413532**	**10747896**	**43.0847**	**10343464**	**404432**	**10747896**	**43.0847**	**-**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**24532464**	**413532**	**24945996**	**100**	**24541564**	**404432**	**24945996**	**100**	**-**

(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. Manhar R. Bhansali	7103428	28.4752	N.A	7103428	28.4752	N.A	No change
Mr. Rashesh M. Bhansali	6000000	24.0520	N.A	6000000	24.0520	N.A	No change
Mrs. Shobhana M. Bhansali	1094672	4.3882	N.A	1094672	4.3882	N.A	No Change

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

There is no change in the holding of shares held by the promoter during the financial year 2015-16.

(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
1.	**Diajewel N.V**				
	At the beginning of the year	2700000	10.8234	2700000	10.8234
	Date wise Increase / Decrease in Share holding 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			2700000	10.8234
2.	**Nehal Kunal Vora**				
	At the beginning of the year	293375	1.18	293375	1.18
	Date wise Increase / Decrease in Share holding during the year	No change during the year			
	At the End of the year			293375	1.18
3.	**Shakuntala Ashok Mehta**				
	At the beginning of the year	241300	0.9673	241300	0.9673
	Date wise Increase / Decrease in Share holding 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			241300	0.9673
4.	**Chandrash Ashok Mehta**				
	At the beginning of the year	213180	0.8546	213180	0.8546
	Date wise Increase / Decrease in Share holding 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			213180	0.8546

5.	**H. V. Mehta**				
	At the beginning of the year	205702	0.8246	205702	0.8246
	Date wise Increase / Decrease in Share holding during the year				
	31.12.2015 (Decrease) (Market sale)	-205702	-0.8246	-	-
	At the End of the year			-	-
6.	**H. V. Mehta HUF**				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Share holding during the year				
	31.12.2015 (Increase) (Market purchase)	+205702	+0.8246	205702	0.8246
	At the End of the year			205702	0.8246
7.	**Nishit Mehta**				
	At the beginning of the year	141027	0.5653	141027	0.5623
	Date wise Increase / Decrease in Share holding 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			141027	0.5623
8.	**Vibha Hemant Mehta**				
	At the beginning of the year	119446	0.4788	119446	0.4788
	Date wise Increase / Decrease in Share holding during the year				
	24.07.2015 (Decrease) (Market sale)	-2500	-0.0100	116946	0.4687
	31.07.2015 (Decrease) (Market sale)	-2500	-0.0100	114446	0.4587
	07.08.2015 (Decrease) (Market sale)	-470	-0.0018	113976	0.4568
	14.08.2015 (Decrease) (Market sale)	-10674	-0.0427	103302	0.4141
	21.08.2015 (Decrease) (Market sale)	-9500	-0.0380	93802	0.3760
	28.08.2015 (Decrease) (Market sale)	-7664	-0.3072	86138	0.3452
	04.09.2015 (Decrease) (Market sale)	-8867	-0.0355	77271	0.3097
	09.10.2015 (Decrease) (Market sale)	-6000	-0.0240	71271	0.2857
	16.10.2015 (Decrease) (Market sale)	-102	-0.0004	71169	0.2852
	30.10.2015 (Decrease) (Market sale)	-3259	-0.0130	67910	0.2722
	At the End of the year				
9.	**Nimesh Piyush Mehta**				
	At the beginning of the year	105413	0.4226	105413	0.4226
	Date wise Increase / Decrease in Share holding 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			105413	0.4226
10.	**Aruna Shah**				
	At the beginning of the year	101000	0.4049	101000	0.4049
	Date wise Increase / Decrease in Share holding 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			101000	0.4049

11. Shobha Sanjiv Shah				
At the beginning of the year	91151	0.3653	91151	0.3653
Date wise Increase / Decrease in Share holding during the year	No change during the year			
At the End of the year			91151	0.3654
12. Mahendra Girdharilal				
At the beginning of the year	70134	0.2811	70134	0.2811
Date wise Increase / Decrease in Share holding during the year				
24.04.2015 (Increase) (Market Purchase)	42	0.0000	70176	0.2813
29.05.2015 (Increase) (Market Purchase)	14205	0.0569	84381	0.3382
At the End of the year			84381	0.3382

(v) Shareholding of Directors and Key Managerial Personnel:

	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**
Mr. Manhar R. Bhansali (Director)				
At the beginning of the year	7103428	28.4752	7103428	28.4752
Date wise Increase / Decrease in Share holding 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	7103428	28.4752	7103428	28.4752
Mr. Rashesh M. Bhansali (Managing Director)				
At the beginning of the year	6000000	24.0520	6000000	24.0520
Date wise Increase / Decrease in Share holding 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			6000000	24.0520
Mr. Rajesh G. Kapadia (Director)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding 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	-	-	-	-
Mr. Ajay M. Khatlawala (Director)				
At the beginning of the year	1000	0.0040	1000	0.0040
Date wise Increase / Decrease in Share holding 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	0.0040

	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
Dr. R. Srinivasan (Director)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding 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	-	-	-	-
Mrs. Ami R. Bhansali (Director)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding 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	-	-	-	-
Ms. Darshana J. Patel (CFO)				
At the beginning of the year	1	0.0000	1	0.0000
Date wise Increase / Decrease in Share holding 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
Mr. Pankaj Parkhiya (Company Secretary)				
At the beginning of the year	-	-	-	-
Date wise Increase / Decrease in Share holding 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	-	-	-	-
***Mr. Manish Raval (Former Company Secretary)**				
At the beginning of the year	1	0.0000	1	0.0000
Date wise Increase / Decrease in Share holding 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

*Mr. Manish Raval was appointed as Company Secretary from December 1, 2014 to April 18, 2015.

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
Indebtedness at the beginning of the financial year				
i) Principal Amount	4417.89	-	-	4417.89
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**4417.89**	**-**	**-**	**4417.89**

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
• Addition	5146.72	-	-	5146.72
• Reduction	(7365.45)	-	-	(7365.45)
Net Change	**(2218.73)**	**-**	**-**	**(2218.73)**
Indebtedness at the end of the financial year				
i) Principal Amount	2199.16	-	-	2199.16
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**2199.16**	**-**	**-**	**2199.16**

VI. Remuneration of Directors and Key Managerial Personnel

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

(₹ in lakhs)

Particulars of Remuneration	Mr. Rashesh M. Bhansali (Managing Director) p.a.	Total Amount
Gross salary		
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	120.00	120.00
(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	-	-
Total	**120.00**	**120.00**

B. Remuneration to other directors:

(₹ in lakhs)

Particulars of Remuneration	Name of Directors					Total Amount
	Mr. Manhar R. Bhansali	Mr. Rajesh G. Kapadia	Mr. Ajay M. Khatlawala	Dr. Raghvachari Srinivasan	Mrs. Ami R. Bhansali	
Independent Directors						
• Fee for attending board / committee meetings	-	1.70	1.80	1.30	-	4.80
• Commission	-	-	-	-	-	-
• Others	-	-	-	-	-	-
Total (1)	**-**	**1.70**	**1.80**	**1.30**	**-**	**4.80**

(₹ in lakhs)

Particulars of Remuneration	Name of Directors					Total Amount
	Mr. Manhar R. Bhansali	Mr. Rajesh G. Kapadia	Mr. Ajay M. Khatlawala	Dr. Raghvachari Srinivasan	Mrs. Ami R. Bhansali	
Other Non-Executive Directors						
• Fee for attending board / committee meetings	0.90	-	-	-	0.80	1.70
• Commission	-	-	-	-	-	-
• Others	-	-	-	-	-	-
Total (2)	**0.90**	**-**	**-**	**-**	**0.80**	**1.70**
Total =(1+2)	**0.90**	**1.70**	**1.80**	**1.30**	**0.80**	**6.50**

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

(₹ in lakhs)

Particulars of Remuneration	Key Managerial Personnel			Total Amount
	Company Secretary		CFO	
	Mr. Pankaj Parkhiya*	Mr. Manish Raval ** Former Company Secretary)	Ms. Darshana J. Patel	
Gross salary				
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5.00	0.15	5.76	13.41
(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	-	-	-	-
Total	**5.00**	**0.15**	**5.76**	**13.41**

* Mr. Pankaj Parkhiya remuneration w.e.f. August 2015.

**Mr. Manish Raval was appointed as Company Secretary from December 1, 2014 to April 18, 2015.

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	-	-	-	-	-
C. Other Officers in Default					
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 clause 49 of the Listing Agreement 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 executive directors, including the functional heads.

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 Agreement 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 Agreement 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 clause 49 of the Listing Agreement (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 the listing agreement.

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:

Median remuneration of all the employees of the Company for the Financial Year 2016 (Amount in ₹)	162541
Number of permanent employees on the rolls of the Company as on March 31, 2016	44

Name of Director	Ratio of remuneration to median remuneration of all employees	% increase in remuneration in the Financial Year 2015-16
Vice-Chairman & Managing Director		
Mr. Rashesh M. Bhansali	73.83	91.36%

Notes:

a. The ratio of remuneration to the median remuneration is based on the remuneration paid during the period April 1, 2015 to March 31, 2016.

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:

Name of Director/KMP	% increase in remuneration in the Financial Year 2015-16
Mr. Pankaj Parkhiya, Company Secretary	N.A.
Ms. Darshana J. Patel, CFO	31.56

3. Percentage increase/decrease in the median remuneration of employees in the Financial Year 2015-16:

Median remuneration in Financial Year 2014-15	Median remuneration in Financial Year 2015-16	% Decrease
₹ 1,66,394	₹ 1,62,541	-2.32

4. Relationship between average increase/decrease in remuneration and company performance:

	2014-15	**2015-16**	**% Decrease**
Percentage increase in the average remuneration of all employees in the Financial Year	2,82,548	2,79,216	-1.18

5. Comparison of the remuneration of the KMP against the performance of the company:

Aggregate remuneration of KMP in Financial Year 2015-16 (₹in Lakhs)	133.41
Total Revenue (₹ in Lakhs)	13185.47
Remuneration of KMPS (as % of Total Revenue)	1.01
Profit Before Tax (₹ in Lakhs)	1895.66
Remuneration of KMPs (as % of profit before tax)	7.04

6. **Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:**

Sr. No.	Description	Amount	
		BSE	NSE
1.	**Market Capitalisation variation (₹ in Lakhs)**		
	Market Cap at March 31, 2016	10739.25	10489.79
	Market Cap at March 31, 2015	5550.48	5650.27
	Variation in market Cap in F.Y. 2015-16 (%)	48.32	46.14
2.	**Price-to Earning Ratio**		
	PE as at March, 2016 (Mkt price / EPS)	7.01	6.95
	PE as at March, 2015 (Mkt price / EPS)	4.98	5.07
	Variation in PE in F.Y. 2015-16 (%)	28.96	27.05
3.	**% Increase / Decrease from last Public Offer**		
	PO price per share (1995)		₹ 50
	Market price as at March 31, 2016	₹ 43.05	₹ 42.70
	% decrease from last Public Offer	13.90%	14.60%

7. **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 increase in the salaries of the employees other then the managerial person is 14.88% while percentile increase in the Managerial Remuneration is 91.36. Average increase in the remuneration of the employees other than the Managerial Personnel and that of the Managerial Personnel is in line with the industry practice and is within the normal range.

8. **Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company:**

Sr. No.	Particulars of Remuneration	KMP		
		Mr. Rashesh Bhansali VC & MD	Mr. Darshana J. Patel CFO	Mr. Pankaj Parkhiya Company Secretary
1.	Remuneration in FY 2015-16 (₹ in Lakhs)	120.00	5.76	7.50
2.	Total Revenue (₹ in Lakhs)	13185.47		
3.	Remuneration (as % of total revenue)	0.91	0.04	0.06
4.	Profit Before Tax (₹ in Lakhs)	1895.66		
5.	Remuneration As % of profit before tax)	6.33	0.30	0.40

9. **Key parameters for any variable component of remuneration availed by the directors:**

   There are no variable components of remuneration availed by any of the directors except Managing Director based on the performance of the Company and additional responsibility taken up by him.

10. **Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:**

    The Managing Director is the highest paid Director.

    No employee received remuneration higher than the Managing Director.

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

    Remuneration paid during the year ended March 31, 2016 is as per Remuneration policy of the Company.

    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, 2016

[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
MIDC 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, 2016 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 books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 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, 1992;

Following Regulations and/or Guidelines are not applicable to the Company for Financial year ended 31st March, 2015:

- The Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2009;
- 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
- The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(vi) The Equity Listing Agreements with Bombay Stock Exchange 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.

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

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

Place: Mumbai
Date: May 27, 2016

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.

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

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

Date: May 27, 2016
Place: Mumbai

ANNEXURE - E

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-

Energy conservation continues to receive priority attention at all levels. All efforts are made to conserve and optimize use of energy with continuous monitoring, improvement in maintenance and distribution systems and through improved operational techniques.

- 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

- 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 and local markets
  - 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 ₹ 13185.46 lakhs during the year under report 2015-2016, as compared to ₹11894.27 lakhs in the previous year 2014-2015.

(₹ in lakhs)

Sr. No.	Particulars	2015-2016	2014-2015
1	**Foreign Exchange Earned**		
	Export of Goods of F.O.B basis	13079.93	11,856.64
2	**Outgo of Foreign Exchange**		
	i) Raw Materials	4444.41	3544.67
	ii) Consumable Store	13.64	12.10
	iii) Capital Goods	26.40	-
	iv) Foreign Travels	16.98	-
	v) Others	71.69	60.26
	vi) Dividend	94.50	32.40

ANNEXURE - F

The Annual Report on CSR activities

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and project or programs.**

   The Company has adopted the CSR policy on February 12, 2015 in compliance with 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 same is available on the website of the Company at http://www.goldiam.com/download/policy/CSR%20Policy.pdf.

   Details of CSR spent during the financial year:

   a. Average net profit of the company for last three financial years : ₹1303.45 Lakhs

   b. Total amount spent for the financial year : ₹ 26.10 Lakhs

   c. Amount unspent, if any : Nil

   d. 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. Losal 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: 1. Direct expenditure on project, 2. Overheads	Cumulative (₹) spend upto to the reporting period.	Amount spent: Direct/ through implementing agency
1.	Promoting welfare and wellbeing of animals and also providing medical care in form of veterinary treatment under project named "Jeevdaya"	Animal Welfare	Rajasthan	16,10,000	16,10,000	16,10,000	Through implement agency "Shree Sumati Jeev Raksha Kendra"
2.	The Principal objects of the Trust are spread and promotion of education and learning in all its branches by way of establishment, development and maintenance of institution of International level such International School, Universal Colleges, Research Institutes in which student all over the world can be enrolled and imparted training enabling them to meet global level challenges, to inculcate concept of universal brotherhood and tolerance among them. The Trust also gives scholarships to deserving students.	Promoting education including special education	Pune	5,00,000	5,00,000	5,00,000	Through implement agency "Dr. D.Y. Patil Educational Enterprises Charitable Trust"

3.	Promoting disease prevention programs, with the goal of limiting the spread of communicable diseases and reducing the incidences of and complications from non-communicableiseases. Educating and mobilizing communities to help prevent the spread of major diseases. Supporting studies for career-minded professionals related to disease prevention and treatment.	Promot-ing Pre-ventive Health Care	Mumbai	5,00,000	5,00,000	5,00,000	Through implement agency "Rotary Club of Bombay Queens Necklace Charitable Trust"
Total				**26,10,000**	**26,10,000**	**26,10,000**	

The CSR committee of the Company hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objective and policy of the Company.

2. Composition of CSR Committee:

The present CSR Committee consists of the following directors:

1. Mr. Ajay M. Khatlawala, Chairman
2. Mr. Manhar R. Bhansali, Member
3. Mr. Rashesh M. Bhansali, Member

MANAGEMENT DISCUSSION AND ANALYSIS

This report covers the operations and financial performance of the Company for the year ended March 31, 2016. 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 93.02% during the F.Y. 2015-16 and residual portion was contributed by investment activity.

Business Segment:- Gold, silver Jewellery and diamonds

INDUSTRY STRUCTURE AND DEVELOPMENTS:

The Gems and Jewellery is one of the oldest industries in the world and plays a significant role in the Indian economy and a leading foreign exchange earner and also one of the fastest growing industries in the country, contributing around 6-7 per cent of the country's GDP. It is extremely export oriented and labour intensive.

During the Financial Year 2015-2016 the gems & jewellery sector has witnessed a decline of 3.46 per cent amounting to total export of US$38.599.18 million during April 2015-March 2016. Last year the total export was US$ 39,980.63 million. Export of cut and polished diamonds dropped from USD 23,160.19 billion in 2014-15 to USD 19,996.06 billion in 2015-16, a decline of 13.66 per cent. Gold jewellery too saw a huge decline of 13.07 per cent during FY 2015-2016. In FY 2014-2015 gold jewellery recorded exports of US$ 9,903.61 million, this has now come down to US$ 8,609.25 million. Exports of coloured gemstones declines 4.43 per cent from USD 553.25 billion in 2014-15 to USD 433.18 billion in 2015-16.

However the Silver jewellery turned out an element of surprise. While all of the other categories including diamonds, gold, gemstones, synthetic stones and pearls witnessed a decline in exports, silver jewellery recorded and impressive growth of 44.17 per cent. In FY 2015 silver jewellery export was US$ 2,052.10 million that has now increased to US$ 2,958.59 million.

Mainly dropped in export figures are largely driven by the global economic slowdown and the lack of profitability to industries. During the year more than 30% growth have witnessed in SEEPZ in spite of declined in total export of 13%.

OPPORTUNITIES:

The last FY was not consider better year and jewellery industry is not growing at a healthy rate mainly because of slow down in global economic. However there are signs of improving consumer confidence and major policy changes in some of the developed markets which may provide the required momentum to spurt global growth and kick start the parth of recovery. With hope that the shining metals of India brings more sparkle to the economy.

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

THREATS:

The industry is going through its worst time and India is not just losing out on exports and its leadership position in the global market, unemployment rate in the country is escalating drastically as well.

The Company is exposed to risk in exchange rate fluctuations as the Company is dependent on exports sales, import of raw material and lack support of Government. 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% of the cost of the finished product. The Company hedges its outstanding position mitigating the risk associated with the volatility in the gold prices.

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, we have, with a view to manage the risks, we will panning to diversify and tap the markets in Middle East, Thailand, Europe, Russia and Japan.

OUTLOOK:

The global economic environment in 2015-16 remained uncertain with total decline in export of 13 per cent as compared to previous year 2014-15. Looking at the declined in export of gold jewellery and cut and polished diamonds by more than 13 in FY 15-16. The outlook for the Company remains largely similar to FY 2015-16 as we not anticipate any large changes to our demand environment. There are signs of improving consumer confidence and major policy changes in some of the developed markets which may provide the required momentum to spurt global growth and kick start the parth of recovery. However we expect to grow exports this year as the US market has started looking up. China would have bottomed out and smaller markets like CIS and Asian countries also should do well.

We are focusing on refining our offerings every year 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:

In spite of adverse Global market, your Company achieved standalone profit of ₹ 1532.38 Lakhs which was higher by 37.38% over the corresponding standalone profit of ₹1115.41 lakhs of the year 2014-15.

The consolidated turnover of the Company, its Subsidiaries and Joint Ventures has increased from ₹ 32,155.53 lakhs in the previous year to ₹33002.81 lakhs during the year under review, recording a increased of 2.63%. The consolidated net profit after tax and minority interest and profit and loss on disposal of subsidiary has increased from ₹2125.05 lakhs in the previous year to ₹ 3249.69 lakhs in the year under review registering growth of 52.92%.

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

This Corporate Governance Report relating to the year ended March 31, 2016 has been issued in compliance with the requirement of Regulation 17 to 27 and 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 and forms the part of Report of the Directors to the Members of the Company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. For this purpose the company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. The Board of Directors fully supports and endorses Corporate Governance practices as enunciated in SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 as applicable from time to time.

2. BOARD OF DIRECTORS:

Composition and Category of Directors

The Company has a very balanced and diverse Board of Directors, which primarily takes care of the business needs and stakeholders' interest. The Non-executive Directors including Independent Directors on the Board are experienced, competent persons from the fields of manufacturing, finance & taxation, law etc.

They take active part at the Board and Committee Meeting by providing valuable guidance to the Management on various aspects of business, policy direction, compliance etc.

The composition of the Board also complies with the provisions of the Companies Act, 2013 and the Listing Regulations. The total Board strength comprises of the following as on March 31, 2016:-

Name of Director	Category
Mr. Manhar R. Bhansali	Promoter-Chairman, Non Executive Director
Mr. Rashesh M. Bhansali	Promoter-Vice Chairman & Managing Director
Mr. Rajesh G. Kapadia	Independent-Non-Executive Director
Mr. Ajay M. Khatlawala	Independent-Non-Executive Director
Dr. R. Srinivasan	Independent-Non-Executive Director
Mrs. Ami R. Bhansali	Non Executive Director

The Chairman of the Board of Directors is a Non Executive Director.

As required under Section 149 of the Companies Act, 2013, Mrs. Ami R. Bhansali has been appointed as women Director on the Board.

Board Procedure

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.

Meetings, agenda and proceedings etc. of the Board Meeting

During the year ended March 31, 2016, the Board of Directors had 4 (Four) meetings. These were held on May 25, 2015, August 10, 2015, November 7, 2015 and February 10, 2016. The Annual General Meeting (AGM) was held on September 30, 2015.

The attendance record of the Directors at the Board Meetings during the year ended on March 31, 2016 and at the last AGM is as under:-

Director	No. of Board meetings held	No. of Board meetings attended	Last AGM Yes/No
Mr. Manhar R. Bhansali	4	4	Yes
Mr. Rashesh M. Bhansali	4	4	Yes
Mr. Rajesh G. Kapadia	4	4	Yes
Mr. Ajay M. Khatlawala	4	4	Yes

Director	No. of Board meetings held	No. of Board meetings attended	Last AGM Yes/No
Dr. R. Srinivasan	4	3	Yes
Mrs. Ami R. Bhansali	4	4	No

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 21, 2016 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.

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 of the Listing Agreement.

Detailed Agenda are circulated to the Directors in 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.

Other Directorships etc.:

None of the Directors is a Director in more than 10 Public Limited companies or act as an Independent Director in more than 7 Listed companies. The Managing Director does not serve as Independent Director on any listed company. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 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, 2016 are given below:-

Name of Director	*Number of Directorship(s) held in other Indian public limited Companies	**Committees Positions	
		Committee Chairmanship	Committee Membership
Mr. Manhar R. Bhansali	2	Nil	Nil
Mr. Rashesh M. Bhansali	2	Nil	1
Mr. Rajesh G. Kapadia	5	1	1
Mr. Ajay M. Khatlawala	2	1	Nil
Dr. R. Srinivasan	5	2	2
Mrs. Ami R. 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.

Relationship between Directors inter-se

Mr. Rashesh M. Bhansali, Vice Chairman & Managing Director of the Company is the son of Mr. Manhar R. Bhansali, Chairman. Mrs. Ami R. Bhansali, Non Executive Director is wife 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, 2016
Mr. Manhar R. Bhansali	7103428
Mr. Ajay M. Khatlawala	1000

Familiarisation Programme for Independent Directors:

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities. Each newly 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. The Directors are also explained in detail about the compliances required from them under the Companies Act, 2013, Listing Regulations and other relevant regulations. The details of such familiarisation program can be accessed from the company's website www.goldiam.com.

Prevention of Insider Trading Code:

As per SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code for Prohibition of Insider Trading. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mr. Pankaj Parkhiya, Company Secretary as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities. During the year under review there has been due compliance with the said code.

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 (Four) meetings during the year 2015-16. The attendance of each committee members was as under:-

Name of the Member	Category	No. of Meetings Attended
Mr. Rajesh G. Kapadia	Chairman-Independent	4
Mr. Ajay M. Khatlawala	Member-Independent	4
Dr. R. Srinivasan	Member-Independent	3
Mr. Rashesh M. Bhansali	Member-Executive Director	4

Mr. Rajesh Kapadia, 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, 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 in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- 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 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.
- 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.
- 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, 2016 had 3 (Three) meetings. The attendance of the members was as under:-

Name of the Member	Category	No. of Meetings Attendance
*Mr. Rajesh G. Kapadia	Independent Director	2
**Mr. Ajay M. Khatlawala	Independent Director	3
Dr. R. Srinivasan	Independent Director	2
***Mr. Manhar M. Bhansali	Non-executive Director	1

* Mr. Rajesh G. Kapadia was resigned as a Chairman of the said Committee w.e.f. January 7, 2016

** Mr. Ajay M. Khatlawala appointed as a Chairman of the said Committee w.e.f. February 10, 2016

*** Mr. Manhar Bhansali appointed as a Member of the said Committee w.e.f. January 8, 2016

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.

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 2015-16:

- Remuneration to Directors:

  Non-executive Directors are paid sitting fees of ₹20000/- per meeting for attending the Board and Audit Committee meetings and ₹10000/- 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.

(Amt. in ₹)

Name	Salary	Bonus	Other perks	Commission	Total
Mr. Rashesh M. Bhansali	1,20,00,000	Nil	Nil	Nil	1,20,00,000

- Remuneration paid to Non-Executive Directors:

(Amt. in ₹)

Name	Sitting Fees	No. of Shares held
Mr. Manhar R. Bhansali	90,000	7103428
Mrs. Ami R. Bhansali	80,000	Nil
Mr. Rajesh G. Kapadia	1,70,000	Nil
Mr. Ajay M. Khatlawala	1,80,000	1,000
Dr. R. Srinivasan	1,30,000	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. Manhar R. Bhansali with Mr. Rashesh M. Bhansali and Mr. Ajay M. Khatlawala as the other members in order to provide quality and efficient services to the investors and to align & streamline the process of share transfer/transmission.

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:

Shareholder/ Investor Service is handled by the Company Secretary who provides timely services.

Name & Designation of the Compliance Officer:

*Mr. Pankaj Parkhiya, Company Secretary and Compliance Officer.

*Mr.Pankaj Parkhiya has appointed as Company Secretary and Compliance Officer w.e.f. August 10, 2015.

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	10	10	Nil
Non Receipt of Annual Report	Nil	2	2	Nil
Letters from SEBI / Stock Exchanges, Ministry Corporate Affairs Etc.	Nil	Nil	Nil	Nil
Miscellaneous Complaints	Nil	1	1	Nil
TOTAL	**Nil**	**13**	**13**	**Nil**

None of the complaints is 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 constituted on May 27, 2014 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 1 (One) meeting 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	1
Mr. Manhar R. Bhansali	Non Executive Director	Member	1
Mr. Rashesh M. Bhansali	Executive Director	Member	1

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
2012-13	September 6, 2013 at 3.00 p.m.	'Tribune 1' Banquet Hall, 6th floor, Hotel Tunga International, M.I.D.C. Central Road, Andheri (East), Mumbai 400 093.	No special resolution passed
2013-14	September 30, 2014 at 10.30 a.m.	'Tribune 1' Banquet Hall, 6th floor, Hotel Tunga International, M.I.D.C. Central Road, Andheri (East), Mumbai 400 093.	No special resolution passed
2014-15	September 30, 2015 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.	**Special Resolution:-** • Increase in remuneration of Mr. Rashesh M. Bhansali for 3 years w.e.f. April 1, 2015 and re-appointment for 5 years w.e.f. February 1, 2016.

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:

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/Policy%20on%20Related%20Party%20Transaction.pdf.

A statement in summary form of the transactions with related parties was 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 Regulation and the same is disclosed on the Company's website. The web link is

http://www.goldiam.com/download/policy/Policy%20on%20Material%20Subsidiary.pdf

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.

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

Details of Compliance with mandatory requirement:

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

Discretionary Requirements under Regulation 27 of Listing Regulation

The status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations with Stock Exchanges is provided below:

1. Modified Opinion in Auditors Report: The Company's financial statement for the FY 2015-16 doesn't contain any modified audit opinion.
2. Reporting of Internal Auditor: The Internal Auditor reports to the Audit Committee

SUBSIDIARIES:

Diagold Designs Limited and Goldiam Jewellery Limited, subsidiaries of the Company, are non-listed material Indian subsidiaries in terms of Listing Regulation with their respective turnovers exceeding 20% 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.

MD / CFO Certification

The Managing 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 "Free Press Journal" and "Navshakti" and are also made available on the website of the Company, 'www.goldiam.com'.

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

7. GENERAL SHAREHOLDER INFORMATION:

a. 29th Annual General Meeting:

Day : Tuesday

Date : September 27, 2016

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

b. Financial Year:

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

c. Date of Book Closure:

The books will remain closed from September 19, 2016 to September 27, 2016 (both days inclusive) for dividend purpose.

d. Dividend Payment Date:

The Board of Directors of your Company have recommended a final dividend of ₹ 0.50 per equity share i.e. 5% per equity share for the financial year 2015-2016. Date of payment of the dividend will be on or after October 3, 2016. Further the Company has paid an interim dividend at 20% i.e. ₹ 2 per equity share for the FY 2015-16.

e. Listing on Stock Exchanges:

The equity shares of the Company are listed at:

BSE Limited (BSE)

National Stock Exchange of India Limited (NSE).

f. Stock Code:

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

g. Annual Listing Fees:

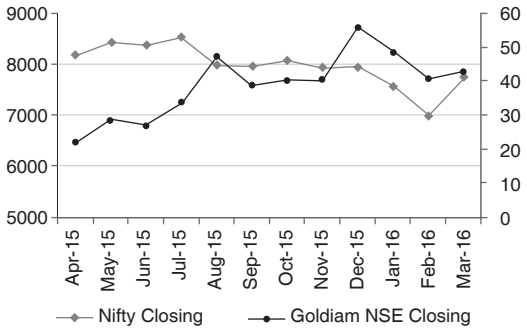
The Annual Listing Fees for the financial year 2016-2017 have been paid by your Company within stipulated time.

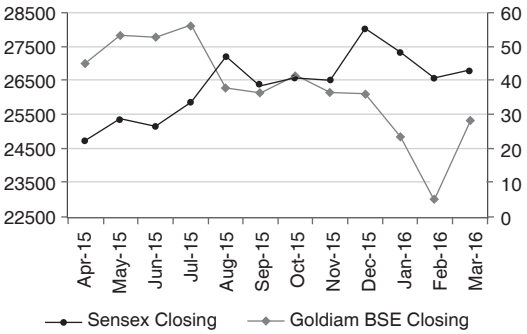
h. Market Price Data:

The High and Low Prices of the Company's share during each month in the financial year 2015-2016 are as below:

Month	BSE Limited		National Stock Exchange of India Limited	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2015	25.50	22.00	26.00	21.50
May, 2015	31.50	20.25	31.70	20.00
June, 2015	30.00	25.45	29.85	25.20
July, 2015	36.45	26.80	36.45	27.05
August, 2015	51.45	32.40	51.80	32.05
September, 2015	48.50	38.00	48.70	37.45
October, 2015	45.25	38.00	45.90	38.00
November, 2015	51.75	38.50	51.90	38.50
December, 2015	63.80	42.00	64.00	40.90
January, 2016	58.30	40.25	58.40	39.05
February, 2016	54.00	38.50	53.60	38.15
March, 2016	46.00	40.25	48.80	40.50

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





j. Registrar and Transfer Agents (RTA):

M/s. Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West),
Mumbai - 400 078
Tel no.: 25946970, Fax: 25946969, E-mail: rnt.helpdesk@linkintime.co.in

k. Share Transfer System:

With a view to expedite the process of share transfer which are received in physical form, a Share Transfer Committee had been constituted which usually meets once in a fortnight 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 Share Transfer Committee. The minutes of the meetings of the Share Transfer 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 Clause 47(c) of the Listing Agreement/Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 with the Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

l. Distribution of Shareholding:

Distribution of Shareholding as on March 31, 2016:

Equity Shareholding	Number of Shareholders	Percentage of Shareholders	Number of Shares	Percentage of Shareholding
1 -- 500	8076	81.94	1578279	6.33
501 -- 1000	850	8.63	705694	2.83
1001 -- 2000	460	4.67	707711	2.84
2001 -- 3000	141	1.43	359125	1.44
3001 -- 4000	75	0.76	270769	1.09
4001 -- 5000	54	0.55	255519	1.02
5001 -- 10000	112	1.14	821811	3.29
10001 & Above	87	0.88	20247088	81.16
Total	**9855**	**100**	**24945996**	**100**

Shareholding Pattern as on March 31, 2016:

Category	Number of Shares	Percentage
Shareholding of Promoters & Promoter Group	14198100	56.91
Public Shareholding		
Institutions		
Mutual Funds/ UTI	2000	0.01
Financial Institutions/ Banks	400	0.00
Non-Institutions		
Bodies Corporate	483737	1.94
Individuals	6609517	26.50
Clearing Member	30872	0.12
Market Maker	18962	0.08
Foreign Nationals, NRIs, Foreign Companies, OCBs	3087226	12.38
Independent Directors	1000	0.00
HUF	514182	2.06
Total	**24945996**	**100.00**

m. Unclaimed/ Unpaid Dividend:

The Company is required to transfer dividends which 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
2009-2010	August 12, 2010	Final	September 14, 2017
2010-2011	February 11, 2011	Interim	March 14, 2018
2011-2012	February 08, 2012	Interim	March 11, 2019
2011-2012	August 14, 2012	Final	September 14, 2019
2012-2013	February 13, 2013	Interim	March 17, 2020
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

n. 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	242
Outstanding shares in the suspense account lying as on April 1, 2015	126900
Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year	3
Number of shares transferred	700
Aggregate number of shareholders at the end of the year	239
Outstanding shares in the suspense account lying as on March 31, 2016.	126200

O. Dematerialization of shares and Liquidity:

About 98.38% of total equity share capital is held in dematerialized form with NSDL and CDSL as on March 31, 2016. The International Securities Identification Number (ISIN) allotted to the shares of the Company under the Depository System is INE025B01017.

p. 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.

q. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, etc.:

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

r. Plant Locations & Address for Correspondence:

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

s. 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 Securities and Exchange Board of India (Listing obligations and disclouse requirements) Regulation, 2015 and same is annexed to this Report.

8. 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.

Declaration Regarding Code of Conduct

I, Rashesh M. Bhansali, in my capacity as the Managing 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 2015-2016

For GOLDIAM INTERNATIONAL LIMITED

RASHESH M. BHANSALI
Vice Chairman & Managing Director
(DIN: 00057931)

Mumbai: May 27, 2016

For and on behalf of the Board of Directors
Rashesh M. Bhansali
Vice Chairman & Managing Director
DIN: 00057931

Place : Mumbai

Date : May 27, 2016

MANAGING DIRECTOR AND CFO CERTIFICATION:

We, the undersigned, in our respective capacities as Managing Director 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, 2016 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 May 27, 2016	**Rashesh M. Bhansali** **Vice Chairman & Managing Director**	**Darshana Patel** **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, 2016 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 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.

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

PULINDRA M. PATEL
Proprietor
Membership No. 48991

Place: Mumbai
Date: May 27, 2016

INDEPENDENT AUDITORS' REPORT

To the Members of GOLDIAM INTERNATIONAL LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of GOLDIAM INTERNATIONAL LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 (" The Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 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 "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
   (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
   (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014.

(e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

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

i) The company has disclosed the impact of pending litigations on its financial position in its financial position in its standalone financial statements – refer Note 24 (b) to the standalone financial statements.

ii) The Company has made provision, as required under the applicable law or accounting standard for material foreseeable losses on long term contracts including derivative contracts.

iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the company.

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

Pulindra Patel
Proprietor
Membership No. 48991

Place : Mumbai
Date : 27th May, 2016

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, 2016]

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 is 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.

4. As per the information and explanations provided to us, there is no loans, investments, guarantees and securities given by the company, except guarantee provided to wholly owned subsidiary 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 lakhs	Period to which the amount relates	Forum where dispute is pending
Property Tax	136.97	1997-98	Bombay High Court

8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowings to banks. The Company does not have any borrowings by way debentures.

9. The Company has 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 Pulindra Patel & Co.
Chartered Accountants
FRN No.115187W

(Pulindra Patel)
Proprietor
Membership No. 048991

Place : Mumbai
Date : 27th May, 2016

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

REFERRED TO IN PARAGRAPH 1(F) OF EVEN DATE ON THE STANDALONE 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")

We have audited the internal financial controls over financial reporting of Goldiam International Limited ("the Company") as of March 31, 2016 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 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 adverse audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting:

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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of un authorised 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 31,2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

PULINDRA M. PATEL
Proprietor
Membership No. 48991

Place: Mumbai
Date: 27th May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

[₹ in lakhs]

	Notes No.	₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹
I) EQUITY & LIABILITIES :				
1) SHAREHOLDERS' FUNDS :				
[a] SHARE CAPITAL	1	**2,494.60**		2,494.60
[b] RESERVES AND SURPLUS	2	**16,274.90**		15,488.98
[c] MONEY RECEIVED AGAINST SHARE WARRENTS		**-**		-
			18,769.50	17,983.58
2) SHARE APPLICATION MONEY PENDING ALLOTMENT			**-**	-
3) NON-CURRENT LIABILITIES				
[a] LONG - TERM BORROWINGS		**-**		-
[b] DEFERRED TAX LIABILITY (NET)	3	**103.48**		110.22
[c] OTHER LONG TERM LIABILITIES		**-**		-
[d] LONG - TERM PROVISIONS		**-**		-
			103.48	110.22
4) CURRENT LIABILITIES				
[a] SHORT TERM BORROWINGS	4	**2,199.16**		4,417.90
[b] TRADE PAYABLES	5	**2,783.66**		2,787.45
[c] OTHER CURRENT LIABILITIES	6	**193.82**		189.71
[d] SHORT - TERM PROVISIONS	7	**271.21**		501.38
			5,447.85	7,896.43
TOTAL ₹			**24,320.83**	25,990.24
II) ASSETS :				
1) NON - CURRENT ASSETS				
[a] FIXED ASSETS				
(i) TANGIBLE ASSETS	8	**1,571.91**		1,608.89
(ii) INTANGIBLE ASSETS		**57.55**		43.71
(iii) CAPITAL WORK - IN - PROGRESS		**164.11**		150.12
(iv) INTANGIBLE ASSETS UNDER DEVELOPMENT		**-**		-
[b] NON - CURRENT INVESTMENT	9	**3,416.16**		3,462.04
[c] DEFERRED TAX ASSETS (NET)		**-**		-
[d] LONG - TERM LOANS & ADVANCES	10	**20.84**		20.51
[e] OTHER NON - CURRENT ASSETS		**-**		-
			5,230.57	5,285.27
2) CURRENT ASSETS				
[a] CURRENT INVESTMENT	11	**7,424.99**		7,197.31
[b] INVENTORIES	12	**2,860.26**		3,696.68
[c] TRADE RECEIVABLES	13	**5,322.54**		8,095.53
[d] CASH & BANK BALANCE	14	**2,381.36**		499.85
[e] SHORT - TERM LOANS & ADVANCES	15	**1,101.11**		1,215.60
[f] OTHER CURRENT ASSETS		**-**		-
			19,090.26	20,704.97
TOTAL ₹			**24,320.83**	25,990.24
SIGNIFICANT ACCOUNTING POLICIES				
NOTES ON FINANCIAL STATEMENTS	1 to 44			

As per our attached report of even date.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

Place : Mumbai
Date : 27th May, 2016

For and on behalf of the Board

Manhar R. Bhansali
Chairman & Mg. Director
(DIN No. 00058699)

Rashesh M. Bhansali
Vice Chairman & Mg. Director
(DIN No. 00057931)

Pankaj Parkhiya
Company Secretary

Darshana Patel
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2016

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

[₹ in lakhs]

		Notes No.	Current Year ₹	Previous Year ₹
I)	REVENUE FROM OPERATIONS	16	**13,185.46**	11,894.27
II)	OTHER INCOME	17	**1,264.49**	786.25
III)	TOTAL REVENUE (I+II)		**14,449.95**	12,680.52
IV)	EXPENSES :-			
	COST OF MATERIALS CONSUMED	18	**9,442.84**	9,141.45
	PURCHASE OF STOCK IN TRADE		**1,661.92**	456.68
	CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE	19	**(249.80)**	(10.09)
	EMPLOYEE BENEFITS EXPENSES	20	**287.14**	181.81
	FINANCE COSTS	21	**52.21**	62.15
	DEPRECIATION, AMORTISATION AND IMPAIRMENT	8	**194.99**	235.42
	OTHER EXPENSES	22	**1,164.99**	1,258.97
	TOTAL EXPENSES `		**12,554.29**	11,326.39
V)	PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)		**1,895.66**	1,354.13
VI)	EXTRAORDINARY ITEMS	23	**-**	75.70
VII)	PROFIT BEFORE TAX (V-VI)		**1,895.66**	1,429.83
VIII)	TAX EXPENSES			
	- CURRENT TAX & PRIOR YEAR		**370.02**	300.74
	- DEFERRED TAX ASSETS/ (LIABILITY)		**6.74**	(13.67)
IX)	PROFIT/(LOSS) FOR THE PERIOD FORM CONTINUING OPERATIONS		**1,532.38**	1,115.41
X)	PROFIT/(LOSS) FROM DISCONTINUING OPERATIONS (AFTER TAX)		**1,532.38**	1,115.41
XI)	PROFIT/(LOSS) FOR THE PERIOD		**1,532.38**	1,115.41
XII)	EARNINGS PER EQUITY SHARE (Face Value ₹ 10) :			
	Basic		**6.14**	4.47
	Diluted		**6.14**	4.47
	SIGNIFICANT ACCOUNTING POLICIES			
	NOTES ON FINANCIAL STATEMENTS	1 to 44		

As per our attached report of even date.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

Place : Mumbai
Date : 27th May, 2016

For and on behalf of the Board

Manhar R. Bhansali
Chairman & Mg. Director
(DIN No. 00058699)

Rashesh M. Bhansali
Vice Chairman & Mg. Director
(DIN No. 00057931)

Pankaj Parkhiya
Company Secretary

Darshana Patel
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2016

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

(₹ in lakhs)

PARTICULARS	₹	2015-16 ₹	2014-15 ₹
A) CASH FLOW FROM OPERATING ACTIVITIES :			
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS		**1,895.66**	1,429.83
ADJUSTMENT FOR :			
Depreciation, Amortisation and Impairment	**194.99**		235.42
(Profit)/Loss on sale of Investment (Net)	**(649.48)**		(162.05)
Net unrealised foreign exchange (gain)/ loss	**2.24**		181.02
Revaluation Loss on Investments	**(10.17)**		12.96
(Profit)/Loss on sale of Assets	**(5.07)**		(78.28)
Dividend received	**(218.92)**		(99.86)
Interest Income	**(144.51)**		(153.53)
Finance Cost	**52.21**		62.15
		(778.71)	(2.18)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		**1,116.95**	1,427.65
ADJUSTMENT FOR :			
Trade receivable and other loans	**2,934.33**		(970.99)
Inventories	**836.42**		(118.47)
Trade Payable and other liabilities	**(58.40)**		(474.58)
		3,712.36	(1,564.03)
CASH GENERATED FROM OPERATIONS		**4,829.30**	(136.38)
Income Tax Paid (net)	**(331.69)**		(359.05)
		(331.69)	(359.05)
CASH FLOW BEFORE EXTRAORDINARY ITEMS		**4,497.61**	(495.43)
NET CASH FROM OPERATING ACTIVITIES		**4,497.61**	(495.43)
B) CASH FLOW FROM INVESTMENT ACTIVITIES :			
Purchase of Fixed Assets	**(210.92)**		(215.26)
Sale of Fixed Assets	**30.16**		224.08
Purchase of Investments	**(4,601.50)**		(15,134.80)
Sale of Investments	**5,079.33**		14,462.35
Interest received	**144.51**		135.78
Interest received from Subsidiary	**-**		17.75
Dividend received	**198.52**		59.07
Dividend received from Subsidiary	**20.40**		40.79
NET CASH FROM/(USED IN) INVESTING ACTIVITIES		**660.50**	(410.25)
C) CASH FLOW FROM FINANCING ACTIVITIES :			
Repayment of Short Term Borrowing	**(2,187.20)**		1,595.15
Finance Cost	**(52.21)**		(62.15)
Dividend paid	**(873.11)**		(299.35)
Tax on dividend	**(164.08)**		(50.87)
NET CASH USED IN FINANCING ACTIVITIES		**(3,276.60)**	1,182.77
NET INCREASE/(DECEASE) IN CASH AND CASH EQUIVALENTS		**1,881.51**	277.09
CASH AND CASH EQUIVALENTS AS AT 01.04.2015		**499.85**	222.77
CASH AND CASH EQUIVALENTS AS AT 31.03.2016		**2,381.36**	499.85

Note :

1) Figures in bracket represent cash outflow.
2) Direct taxes paid are treated as arising from operating activities and are not bifercated between Investing and financing activities.

As per our attached report of even date.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

Place : Mumbai
Date : 27th May, 2016

For and on behalf of the Board

Manhar R. Bhansali
Chairman & Mg. Director
(DIN No. 00058699)

Rashesh M. Bhansali
Vice Chairman & Mg. Director
(DIN No. 00057931)

Pankaj Parkhiya
Company Secretary

Darshana Patel
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2016

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

SIGNIFICANT ACCOUNTING POLICIES:

A) BASIS OF PREPARATION OF ACCOUNTS :

The financial statements have been prepared and presented under historical cost convention on the accrual basis of accounting and comply with other pronouncements of the Institute of Chartered Accountants of India (ICAI), Accounting Standard prescribed under section 133 of The Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 to the extent applicable. The Financial Statements have been prepared under historical cost convention on an accrual basis except in case of assets for which provision for impairment is made. Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

B) USE OF ESTIMATES :

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and reported amounts of revenue and expenses for the year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

C) FIXED ASSETS:

I) Tangible Assets :

Fixed Assets are stated at cost (Net of VAT wherever applicable) less accumulated depreciation and impairments, if any. Cost comprises the purchase price and any attributable costs of brining the asset to its working condition for intended use. They are stated at historical cost.

ii) Intangible Assets :

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation /depletion and impairment loss, if any. The cost comprises purchase price, and any cost directly attributable to bringing the asset to its working condition for the intended use.

iii) Capital work in progress is stated at the amount expended upto the date of Balance sheet.

D) IMPAIRMENT OF ASSETS :

i) At each Balance Sheet date, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS)-28 "Impairment of Assets".

ii) After Impairment, depreciation is provided on the revised carrying amount of the assets.

iii) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if no impairment loss had been recognized.

E) DEPRECIATION:

Tangible Assets :

Depreciation is provided as per the useful life prescribed in Schedule II of the Companies Act, 2013 based on "Written Down Value" method. Depreciation on addition to fixed assets is provided on prorata basis from the date of acquisition or installation. Depreciation on assets sold, discarded, demolished or scrapped, is provided up to the date on which the said asset is sold, discarded, demolished or scrapped.

Intangible Assets :

Expenditure on Computer Software is amortised on straight line method over period of expected benefit not exceeding five years.

F) INVESTMENTS:

i) Investments that are intended to be held for more than a year from the date of acquisition and those having fixed maturity period of more than a year are classified as long-term Investments and are stated at cost. Provision for diminution in value of long-term investments are made, if the diminution in value is other than temporary.

ii) Current investments are valued at cost or market value, whichever is lower, on scrip wise basis. Cost is determined on First in First out (FIFO) basis.

iii) Reclassification of investments are made at the lower of cost and fair value at the date of transfer wherever available.

G) INVENTORIES:

i) Raw materials are valued at cost or net realisable 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 lower of cost and net realisable value. Cost of work in progress and manufactured finished goods comprises of 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.

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

H) FOREIGN CURRENCY TRANSACTIONS:

a) Investment in foreign subsidiaries and Joint venture are recorded at the exchange rate prevailing on the date of making the investment.

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

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

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

e) The Company uses foreign exchange forward contracts to hedge its exposure to movements in foreign exchange rates. These foreign exchange forward contracts are not used for trading or speculation purpose. Any profit or loss arising on cancellation or renewal of foreign exchange forward contracts is recognised as income or expense for the year. In respect of foreign currency option which are entered into to hedge highly probable forecasted transactions, the cost of these contracts, if any, is expensed over the period of the contract. Any profit or loss arising on settlement or cancellation of currency options is recognised as income or expense for the period in which settlement or cancellation takes place. The effect of these currency option contracts outstanding at the year-end, in the form of unrealised gains/losses, is recognised.

I) RECOGNITION OF INCOME AND EXPENDITURE :

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

SALES :

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

Domestic sales are accounted on dispatch of products to customers and Export sales (Net of Returns) are accounted on the basis of dates of Airway Bills. Domestic Sales are disclosed net of Value Added Tax and returns as applicable.

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.

J) EMPLOYEE BENEFITS :

a) 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.

b) Defined Contribution Plan :

Defined Benefit plans of the company comprise gratuity, provident fund and pension plans.

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.

c) 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.

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 payment to group gratuity policy issued by Life Insurance Corporation of India for certain employees.

Actuarial Valuation :

The liability in respect of defined plans, is accrued in the books of account on the basis of actuarial valuation carried out using the Projected Unit Credit Method, which recognises each year of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of benefit plans, based on the market yields as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations. Actuarial gains and losses are recognised immediately in the Profit and Loss Account.

K) RESEARCH AND DEVELOPMENT EXPENDITURE:

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

L) BORROWING COST

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

M) EARNING PER SHARE

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

N) PROVISION FOR CURRENT AND DEFERRED TAX :

Tax expense comprises of Current and Deferred tax.

Provision for current tax including wealth tax has been made in accordance with the direct tax laws prevailing for the relevant assessment years.

Deferred Income tax reflects the impact of current year timing differences between taxable income/losses and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured on the tax rates and tax laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In respect of carry forward losses deferred tax assets are recognised only to the extent there is virtual certainty that sufficient future taxable income will be available against which such losses can be setoff.

O) SEGMENT REPORTING :

Identification of Segment

The Company has identified Two Reportable Segments viz. Jewellery Manufacturing and Investment Activity. Segments have been identified and reported taking into account nature of products and services, the different risks and returns and the internal business reporting systems.

The Company has two business segments viz. Jewellery Manufacturing and Investment Activity.

P) PROVISIONS/ CONTINGENCIES :

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

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2016

(₹ in lakhs)

	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
1	**SHARE CAPITAL :**		
	AUTHORISED CAPITAL		
	31000000 Equity Shares of ₹ 10/- each	**3,100.00**	3,100.00
	(Previous year 31000000 Equity Shares of ₹ 10/- each)	**3,100.00**	3,100.00
	Issued Capital		
	24945996 Equity Shares of ₹ 10/- each	**2,494.60**	2,494.60
	(Previous Year 24945996 Equity Shares of ₹ 10/- each.)		
		2,494.60	2,494.60
	Subscribed and Paid up Capital		
	24945996 Equity Shares of ₹ 10/- each	**2,494.60**	2,494.60
	(Previous Year 24945996 Equity Shares of ₹ 10/- each)		
	TOTAL	**2,494.60**	2,494.60

1.01 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Details to be given for each class of shares separately for Issued, Subscribed and fully paid up and Subscribed but not fully paid up, as applicable.

Particulars	31.03.2016	31.03.2015
Equity shares with voting rights :		
At the beginning of the year		
- Number of shares	**24945996**	24945996
- Amount (₹) in lakhs	**2,494.60**	2,494.60
Add : Addition during the year :		
- Number of shares	**-**	-
- Amount (₹) in lakhs	**-**	-
Less : Deduction During the year :		
- Number of shares	**-**	-
- Amount (₹) in lakhs	**-**	-
Year ended 31 March, 2016 :		
- Number of shares	**24945996**	24945996
- Amount (₹) in lakhs	**2,494.60**	2,494.60
Equity shares with differential voting rights		
Year ended 31 March, 2016	**-**	-
Year ended 31 March, 2015	**-**	-

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

Class of shares / Name of shareholder	**As at 31 March, 2016**		As at 31 March, 2015	
	Number of shares held	**% holding in that class of shares**	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Manhar Bhansali	**7103428**	**28.48%**	7103428	28.48%
Mr. Rashesh Bhansali	**6000000**	**24.05%**	6000000	24.05%
M/s Diajewel N.V.	**2700000**	**10.82%**	2700000	10.82%
Equity shares with differential voting rights	-	-	-	-

(₹ in lakhs)

	Particulars	₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹
2	**RESERVES AND SURPLUS :**			
	1. Capital Redemption Reserve :			
	As per last Balance Sheet		**208.68**	208.68
	2. Capital Reserve Account			
	As per last Balance Sheet		**479.70**	479.70
	3. General Reserve			
	As per last Balance Sheet	**5,055.38**		5,055.38
	Add : Transferred for profit & loss account	**-**		-
			5,055.38	5,055.38
	4. Surplus in the Statement of Profit & Loss Account			
	As Per last Balance Sheet	**9,745.22**		9,070.66
	Add : Net Profit after tax transferred from Statement of Profit and Loss	**1,532.38**		1,115.41
		11,277.60		10,186.07
	Less : Appropriations			
	- Transferred to General Reserve	**-**		-
	- Interim Dividend	**498.92**		-
	- Proposed Dividend	**124.73**		374.19
	- Tax on Interim Dividend	**97.42**		-
	- Tax on Proposed Dividend	**25.39**		66.66
	Amount available for appropriation		**10,531.14**	9,745.21
	TOTAL		**16,274.90**	15,488.98
3	**DEFERRED TAXES :**			
	Deferred Tax Liabilities :			
	i) Relating to Depreciation, Amortisation and Impairment		**105.05**	111.43
			105.05	111.43
	Less : Deferred Tax Assets :			
	i) relating to Employee Benefits & Provision thereof		**1.57**	1.20
			1.57	1.20
	TOTAL		**103.48**	110.22
4	**SHORT TERM BORROWINGS :**			
	(a) Loans repayable on demand :			
	4.01 Packing Credit In Foreign Currency With Citibank		**662.55**	1,493.55
	Post Shipment Credit In Foreign Currency With Citi Bank N.A.		**342.05**	685.51
	4.02 (Secured by Pledge on investments in Fixed Maturity Plans (FMP)/Debt Funds through Citi Bank N.A. and Deemad Promissory Note of ₹ 2500.00 lakhs and Letter of Continuity)			

Particulars	Unit
Franklin India Corporate Bond Opportunities Fund-Growth	5874265.618
Franklin India Short Term Income Plan -Retail Plan-Growth	38341.180
ICICI Prudential Liquid - Regular Plan - Growth	237875.542
Franklin India Treasury Management Account Super Institutional Plan-Growth	2278.340

(₹ in lakhs)

	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
4.03	Preshipment Credit in Foreign Currency with HSBC Bank	**500.89**	423.80
	Post Shipment Credit in Foreign Currency with HSBC Bank Ltd	**492.72**	833.64

4.04 (Secured by Pledge of Mutual Funds/Bonds through HSBC Bank and Deemad Promissory Note of ₹ 2750.00 lakhs)

Particulars	Unit
Birla Sun Life Savings Fund - Growth - Regular Plan	186266.528
Birla Sun Life Dynamic Bond Fund - Retail - Growth - Regular Plan	2526145.607
ICICI Prudential Flexible Income - Regular Plan - Growth	537293.105

4.05	Preshipment Credit in Foreign Currency with Kotak Bank	**200.95**	981.39

4.06 (Secured by Pledge of Debt Funds/Income Funds/FMPs with minimum Valuation of ₹ 2775.00 lakhs **or**

Lien over acceptable equity shares with minimum valuation of ₹ 5000.00 lacs **or**

Lien over arbitrage fund with minimum valuation of ₹ 2775.00 lakhs **or**

Lien over liquid fund with minimum valuation of ₹ 2625.00 lakhs and Deemad Promissory Note of ₹ 2500.00 lakhs.

Particulars	Unit
Infosys Ltd.	20000.000
Reliance Capital Builder Fund- Series A-Growth Plan	1000000.000
ICICI Prudential Value Discovery Fund (Regular Plan)	142423.092
Kotak FMP Series 172-Growth- Regular Plan	1200000.000
ICICI Prudential Income Regular Plan Growth	456939.193

	2,199.16	4,417.90

4.07 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	1.14% to 1.92%	May-16 to Mar-17
Post shipment credit in foreign currency	2.01% to2.63%	Aug-16

5 TRADE PAYABLES :

Due to Micro, Small and Medium Enterprises	**15.48**		23.59
Others	**2,768.18**		2,763.86
		2,783.66	2,787.45
TOTAL		**2,783.66**	2,787.45

(₹ in lakhs)

Particulars		As at 31.03.2016 ₹	As at 31.03.2015 ₹
6 OTHER CURRENT LIABILITIES :			
Other payables :			
a) Statutory dues payable		**9.92**	13.06
b) Salaries due to director		**-**	3.33
c) Other liabilities (including Expenses and Others)		**118.49**	108.48
d) Trade / Security Deposits		**0.50**	0.50
e) Advance received from clients		**29.07**	41.70
f) Unclaimed dividend		**35.84**	22.63
TOTAL		**193.82**	189.71
6.01 DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES :			
(i) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.		**15.48**	23.59
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.		**Nil**	Nil
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006		**Nil**	Nil
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.		**Nil**	Nil
(v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006		**Nil**	Nil
7 SHORT - TERM PROVISIONS :			
(a) Provision for employee benefits:			
(i) Provision for gratuity (net) (Refer Note 20.2)	**32.80**		12.73
(ii) Provision for Leave Salary	**4.62**		2.46
		37.42	15.19
(b) Provision - Others:			
(i) Provision for tax (net of advance tax ₹ 588.42 Lakhs as at 31st March, 2015 ₹ 257.34 Lakhs)	**83.67**		43.76
(ii) Proposed Dividend	**124.73**		374.19
(iii) Provision for Tax on Proposed Dividend	**25.39**		66.66
(iv) Provision for Wealth Tax	**-**		1.58
		233.79	486.19
TOTAL		**271.21**	501.38

8 FIXED ASSETS : (₹ in lakhs)

Sr. No.	Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		Cost as on 01.04.2015	Addition	Deduction	**Cost As on 31.03.2016**	As on 01.04.2015	For the Year	Deduction	**As on 31.03.2016**	**As on 31.03.2016**	As on 31.03.2015
	TANGIBLE ASSETS										
1	FACTORY										
	BUILDING	313.33	-	-	**313.33**	268.92	4.01	-	**272.92**	**40.41**	44.42
2	OFFICE PREMISES	1,417.05	0.08	-	**1,417.14**	155.68	61.40	-	**217.08**	**1,200.06**	1,261.37
3	FURNITURE & FIXTURE	154.19	1.65	-	**155.84**	98.90	15.96	-	**114.85**	**40.99**	55.29
4	OFFICE EQUIPMENT	56.49	3.10	0.96	**58.63**	35.47	8.35	0.91	**42.90**	**15.73**	21.02
5	PLANT AND MACHINERY	444.02	0.52	0.29	**444.26**	319.73	25.02	0.02	**344.73**	**99.53**	124.29
6	COMPUTERS	37.96	1.95	19.59	**20.31**	25.66	6.02	18.61	**13.07**	**7.25**	12.30
7	VEHICLES	254.82	163.24	124.67	**293.39**	164.62	61.69	100.88	**125.43**	**167.96**	90.19
	TOTAL	2,677.87	170.54	145.51	**2,702.91**	1,068.98	182.43	120.43	**1,130.99**	**1,571.91**	1,608.89
	INTANGIBLE ASSETS										
1	COMPUTER SOFTWARE	47.01	26.40	-	**73.41**	3.29	12.56	-	**15.86**	**57.55**	43.71
	TOTAL	47.01	26.40	-	**73.41**	3.29	12.56	-	**15.86**	**57.55**	43.72
	CURRENT YEAR TOTAL	2,724.88	196.94	145.51	**2,776.31**	1,072.28	194.99	120.43	**1,146.85**	**1,629.47**	1,652.60
	PREVIOUS YEAR	3,570.64	98.15	943.91	**2,724.88**	1,634.97	235.42	798.11	**1,072.28**	**1,652.60**	

Note.1 Depreciation includes impairmnet loss of ₹ NIL Lakhs (Previous Year ₹ 27.62 Lakhs)

9 NON - CURRENT INVESTMENT

Particulars	No. of Shares Bonds Units	Face Value	As at 31.03.2016 ₹	No. of Shares Bonds Units	As at 31.03.2015 ₹
(Long Term Investments)					
TRADE:					
In Equity Shares of Subsidiary Company - Unquoted, fully paid up					
1) Diagold Designs Limited	2039658	10	**468.39**	2039658	468.39
2) Goldiam Jewellery Limited	1000000	10	**100.00**	1000000	100.00
3) Goldiam USA, Inc. (Face value of US$ 0.01/- each)	200		**72.00**	200	72.00
OTHER THAN TRADE:					
In Equity Shares of Joint Venture Company - Unquoted, fully paid up					
Goldiam HK Limited (Face Value of HK$ 1/-each)	5982725		**327.78**	5982725	327.78
In Equity Shares - Unquoted, fully paid up					
1) Sip Technologies Limited	1891	10	**0.19**	1891	0.19
2) Suashish Diamonds Ltd	1	10	**0.00**	1	0.00
OTHER THAN TRADE:					
In Equity Shares - Quoted, fully paid up					
1) Classic Diamonds (I) Ltd	5	2	**0.00**	5	0.00
2) Reliable Ventures Ltd	50000	10	**4.95**	50000	6.42
3) S B & T International Ltd	1	10	**0.00**	1	0.00
4) Shrenuj & Co Ltd	10	2	**0.00**	10	0.00
5) Titan Industries Ltd	20	1	**0.00**	20	0.00
6) Winsome Diamonds And Jewellery Ltd	1	10	**0.00**	1	0.00
In Units of Mutual Fund - Quoted, fully paid up					
1) HDFC FMP 1184D January 2015 (1) Series 33 - Regular - Growth	1000000	10	**100.00**	1000000	100.00
2) ICICI Prudential FMP Series 68 - 369 D Plan K Regular Plan - Cumulative	-	10	**-**	9300000	930.00
3) Kotak FMP Series 172 - Growth (Regular Plan)	1200000	10	**120.00**	1200000	120.00
4) Kotak FMP Series 183 - Growth (Regular Plan)	2500000	10	**250.00**	-	-
5) UTI Fixed Term Income Fund - Series XXII - VI (1098 Days) - Growth	4000000	10	**400.00**	-	-
6) Reliance Capital Builder Fund - Series A - Growth Plan	1000000	10	**100.00**	1000000	100.00
7) Reliance Capital Builder Fund II - Series B - Growth	2000000	10	**200.00**	2000000	200.00
In Bond - Quoted, fully paid up					
1) 8.20% Tax Free National Highways Authority of India 10Years Bond	7417	1000	**74.17**	7417	74.17
2) 8.10% Tax Free Housing and Urban Development Corporation Limited 10 Yrs Bond	8676	1000	**86.76**	8676	86.76
3) 8.40% Tax Free Indian Railway Finance Corporation Ltd SR-92 15 Yrs Bond	20000	1000	**200.00**	20000	200.00
4) 7.25% Tax Free Indian Railway Finance Corporation Ltd SR-104 20 Yrs Bond	9060	1000	**90.60**	-	-
5) 7.35% Tax Free Power Finance Corporation Ltd SR 3A 30 Yrs Bond	1284	1000	**12.84**	-	-
In Preference Shares - Quoted , fully paid up					
15.99% IL&FS Limited Non Convertible Redeemable Cumulative Preference Share 16/05/2021	1880	7500	**248.74**	1880	248.74
In Debentures - Unquoted, fully paid up					
Puranik Builders Private Limited - 16% NCD (48 Months)	10	1000000	**100.00**	-	-
Note (*) : (NCD refers to Non Convertible Debentures.)					
In Others					
1) ASK Real Estate Special Opportunities Fund - II	70.000	100000	**63.00**	17.50	10.50
2) ICICI Prudential Real Estate AIF-I (Alternate Investment Fund) (Pervious Year Face Value ₹ 30)	200000.000	65	**130.00**	200000	60.00
3) Kotak Alternate Opportunities (India) Fund	-	-	**137.72**	-	196.67
4) Kotak India Real Estate Fund - IV	2776.115	1000	**27.76**	5916.849	59.17
5) Kshitij Venture Capital Fund	30000.000	337.5	**101.25**	30000	101.25
TOTAL			**3,416.16**		3,462.04
Aggregate amount of quoted investments			**1,888.06**		2,066.09
Aggregate market value of listed and quoted investments			**2,021.21**		2,303.02
Aggregate amount of unquoted investments			**1,528.10**		1,395.95

(₹ in lakhs)

Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
10 LONG - TERM LOANS & ADVANCES :		
(a) Security deposits		
Secured, considered good	-	-
Unsecured, considered good	**20.84**	20.51
Doubtful	-	-
TOTAL	**20.84**	20.51

11 CURRENT INVESTMENT

(₹ in lakhs)

Particulars		No. of Shares	Face Value	As at 31.03.2016 ₹	No. of Shares	As at 31.03.2015 ₹
In Equity Shares - Quoted, fully paid up						
1)	ICICI Bank Limited	-	2	-	5000	15.77
2)	IDFC Limited	-	10	-	10000	16.69
3)	Infosys Limited	20000	5	-	20000	-
4)	Yes Bank Limited	-	10	-	2000	16.33
In Units of Mutual Fund - Quoted		**No. of Units**			**No. of Units**	
1)	Birla Sun Life Fixed Term Plan Series KQ (368 Days)-Growth-Regular	-	10	-	-	-
2)	DSP BlackRock FMP Series 150 - 13 Month - Growth	-	10	-	1810000	181.00
3)	ICICI Prudential FMP Series 68 - 369 D Plan K Regular Plan - Cumulative	9300000.000	10	**930.00**		
4)	IDFC Fixed Term Plan Series 79 Regular Plan - Growth (390 Days)	-	10	-	3000000	300.00
5)	Reliance Fixed Horizon Fund XXV - Series 31-Growth Plan	-	10	-	1000000	100.00
In Units of Mutual Fund - Unquoted		**No. of Units**			**No. of Units**	
1)	Amit Alpha Fund - Scheme I Series Ambit Alpha Sep 2015 Sr I opt II	9943.000	1000	**99.43**	-	-
2)	Birla Sunlife Cash Plus - Growth - Regular Plan	-	10	-	352152.825	694.70
3)	Birla Sun Life Dynamic Bond Fund - Retail - Growth - Regular Plan	2526145.607	10	**500.00**	2526145.607	500.00
4)	Birla Sun Life Saving Fund - Growth - Regular Plan	186266.538	10	**450.00**	186266.538	450.00
5)	Franklin India Cash Management Account - Growth (Old name Templeton India Cash Management Account - Growth Plan)	-	10	-	137974.995	29.63
6)	Franklin India Corporate Bond Opportunities Fund - Growth	5874265.618	10	**800.00**	5874265.618	800.00
7)	Franklin India Short Term Income Plan - Retail Plan - Growth	45550.765	1000	**1,245.21**	56807.863	1,550.00

(₹ in lakhs)

Particulars		No. of Shares	Face Value	As at 31.03.2016 ₹	No. of Shares	As at 31.03.2015 ₹
8)	Franklin India Treasury Management Account Super Institutional Plan Growth	2278.340	1000	**41.80**	2278.34	41.80
	(Old name Templeton India Treasury Management Account Super Institutional Plan Growth)					
9)	ICICI Prudential Flexible Income - Regular Plan - Growth	750548.545	10	**1,796.45**	698075.419	1,596.64
10)	ICICI Prudential Income - Regular Plan - Growth	648953.044	10	**280.90**	192013.851	80.90
11)	ICICI Prudential Income Opportunities Fund - Growth	885232.551	10	**150.00**	-	-
12)	ICICI Prudential Liquid - Regular Plan - Growth	237875.542	10	**431.21**	237875.542	431.21
13)	ICICI Prudential Value Discovery Fund - Regular Plan - Growth	142423.092	10	**150.00**	142423.092	150.00
14)	IDFC Dynamic Bond Fund - Growth - (Regular Plan)	770649.555	10	**150.00**	-	-
15)	JM Arbitrage Advantage Fund - Bonus Option - Principal Units	-	10	**-**	3665945.024	-
16)	Reliance Banking Fund - Growth Plan - Growth Option	-	10	**-**	52718.509	92.66
17)	Reliance Dynamic Bond Fund - Growth Plan	526837.081	10	**100.00**	-	-
18)	Reliance Regular Saving Fund - Debt Plan - Growth Plan - Growth Option	1542194.440	10	**300.00**	-	-
19)	Sundaram S.M.I.L.E Fund Regular Plan Growth	-	10	**-**	229269.105	150.00
	TOTAL			**7,424.99**		7,197.31
Aggregate amount of quoted investments				**930.00**		629.78
Aggregate market value of listed and quoted investments				**1,428.41**		1,130.04
Aggregate amount of unquoted investments				**6,494.99**		6,567.53

The following Mutual Fund units has been earmarked against the secured loan taken from bank :

Particulars	Number of Units
Birla Sun Life Dynamic Bond Fund - Retail - Growth - Regular Plan	2526145.607
Birla Sun Life Savings Fund - Growth - Regular Plan	186266.528
Franklin India Corporate Bond Opportunities Fund-Growth	5874265.618
Franklin India Short Term Income Plan -Retail Plan-Growth	38341.180
Franklin India Treasury Management Account Super Institutional Plan-Growth	2278.340
ICICI Prudential Flexible Income - Regular Plan - Growth	537293.105
ICICI Prudential Income Regular Plan Growth	456939.193
ICICI Prudential Liquid - Regular Plan - Growth	237875.542
ICICI Prudential Value Discovery Fund (Regular Plan)	142423.092
Infosys Ltd.	20000.000
Kotak FMP Series 172-Growth- Regular Plan	1200000.000
Reliance Capital Builder Fund- Series A-Growth Plan	1000000.000

(₹ in lakhs)

Particulars	₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹
12 INVENTORIES :			
i) Raw Materials	**2,096.36**		3,185.42
ii) Stock in Process	**531.84**		89.58
iii) Finished Goods	**216.04**		408.50
iv) Stock of Consumable Stores & Spare parts (at cost)	**16.02**		13.18
		2,860.26	3,696.68
TOTAL		**2,860.26**	3,696.68

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

12.2 Consumables Stores and Spares are valued at cost.

13 TRADE RECEIVABLES :			
(Unsecured)			
Outstanding for a period exceeding six months from due date			
i) Considered good	**448.06**		255.34
ii) Considered doubtful	**-**		-
Other Debts			
i) Considered good	**4,874.48**		7,840.20
ii) Considered doubtful	**-**		-
		5,322.54	8,095.53
TOTAL		**5,322.54**	8,095.53
14 CASH & BANK BALANCE :			
Cash On Hand	**21.38**		17.86
Balance with Banks in			
- Current Account	**1,433.24**		163.65
- EEFC Account	**926.74**		317.43
- Fixed Deposit with Banks	**-**		0.91
		2,381.36	499.85
TOTAL		**2,381.36**	499.85

Balance in current account includes earmarked balance ₹ 39.14 lakhs (previous year ₹ 22.63 Lakhs).

15 SHORT TERM LOANS & ADVANCES :		
i) Prepaid Expenses	**7.06**	6.82
ii) Balances with government authorities :		
i) Vat Credit Receivable	**143.35**	117.87
iii) Inter Corporate Deposits	**275.00**	525.00
iv) Other Loans and Advances :		
Unsecured, considered good	**644.05**	534.26
v) Advance Tax (Net of Provision for Taxes)	**31.65**	31.65
TOTAL	**1,101.11**	1,215.60

(₹ in lakhs)

Particulars	₹	For the year ended 31.03.2016 ₹	For the year ended 31.03.2015 ₹
16 REVENUE FROM OPERATIONS :			
Operating Income :			
a) Manufactured goods	**11,438.71**		11,413.10
b) Traded goods	**1,747.49**		481.84
	13,186.20		11,894.94
Less : Vat	**0.74**		0.66
		13,185.46	11,894.27
TOTAL		**13,185.46**	11,894.27
16.01 Sale of products comprises :			
a) Manufactured goods			
i) Sales of gold Jewellery		**11,374.62**	11,323.21
ii) Sales of Silver Jewellery		**64.09**	89.84
iii) Sales of Other Misc. Products		**-**	0.04
		11,438.71	11,413.10
b) Traded goods			
i) Sales of Cut & Polished Diamond		**1,682.44**	480.71
ii) Sales of Colour stones		**0.10**	0.07
iii) Sale of Gold		**64.84**	-
iv) Sales of Other Misc. Products		**0.11**	1.06
		1,747.49	481.84
17 OTHER INCOME :			
a) Interest received		**144.51**	153.53
b) Dividend on Shares and Units of Mutual Funds		**218.92**	99.86
c) Commission received		**17.75**	17.75
d) Debit / Credit Balance written off		**2.47**	36.55
e) Profit on sale of Current and Non Current Investments (Net)		**649.48**	162.05
f) Profit on sale of fixed assets		**5.07**	2.58
g) Net gain on foreign currency transaction and translation		**220.29**	301.86
h) Miscellaneous Income		**3.52**	9.36
i) Sale of Scrap		**0.08**	2.70
j) Rent Income		**2.40**	-
TOTAL		**1,264.49**	786.25

Note : 1) Dividend includes ₹ 20.39 lakhs (Previous year ₹ 40.79 lakhs) received from Subsidiary company.

2) Profit on sale of investment includes ₹ 51.31 lakhs on account of current investment (Previous year loss ₹ 130.14 lakhs) and ₹ 598.17 lakhs on account of noncurrent investment (Previous year ₹ 292.19 lakhs).

18 RAW MATERIALS CONSUMED			
Opening Stock		**3,185.42**	3,076.24
Add: Purchases			
a) Gold		**2,104.56**	2,372.16
b) Cut & Polished Diamonds		**6,178.97**	6,810.04
c) Platinum		**-**	0.12
d) Gold Findings		**51.09**	52.45
e) Alloy		**17.08**	11.38
f) Colour Stone		**0.11**	2.25
g) Silver Models		**1.82**	1.63
h) Silver Findings		**0.15**	0.43
i) Gold Mounting		**-**	0.17
		11,539.20	12,326.87
Less : Closing Stock		**2,096.36**	3,185.42
		9,442.84	9,141.45

18.01 Raw Materials Consumed Comprise : (₹ in lakhs)

Particulars		For the year ended 31.03.2016 ₹	For the year ended 31.03.2015 ₹
a)	Gold	**2,189.94**	2,337.09
b)	Cut & Polished Diamonds	**7,185.85**	6,740.57
c)	Platinum	**0.03**	0.07
d)	Gold Findings	**41.24**	43.04
e)	Alloy	**16.21**	11.84
f)	Colour Stone	**3.66**	2.37
g)	Silver Models	**0.17**	1.49
h)	Silver Findings	**0.08**	0.27
i)	Trade Designs	**5.66**	4.70

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

(₹ in lakhs)

Particulars		Amount in ₹		Percentage	
		2015-16	2014-15	**2015-16**	2014-15
Raw Materials					
a)	Imported	**4,518.59**	3,574.13	**47.85%**	39.10%
b)	Indigenous	**4,924.25**	5,567.32	**52.15%**	60.90%

Particulars			For the year ended 31.03.2016 ₹	For the year ended 31.03.2015 ₹
19	**CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE :**			
	Inventories at the beginning of the year			
a)	Finished Goods	**408.50**		339.86
b)	Stock in Process	**89.58**		148.14
			498.08	488.00
	Inventories at the end of the year			
a)	Finished Goods	**216.04**		408.50
b)	Stock in Process	**531.84**		89.58
			747.88	498.08
	TOTAL		**(249.80)**	(10.09)
20	**EMPLOYEE BENEFITS EXPENSES :**			
a)	Salaries, Wages, Bonus & Ex-gratia		**247.08**	158.74
b)	Contribution to E.S.I.C.		**1.17**	1.09
c)	Contribution to Provident Fund		**2.88**	2.53
d)	Provision / Contribution to Group Gratuity and LIC		**19.57**	7.10
e)	Workmen & Staff Welfare expenses		**16.44**	12.35
	TOTAL		**287.14**	181.81

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

(i) Defined Contribution Plan :

Contribution to Provident Fund is ₹ 2.88 lakhs (Previous year ₹ 2.53 lakhs), ESIC and Labour Welfare Fund includes ₹ 1.17 lakhs (Previous year ₹ 1.09 lakhs).

20.02 Defined Benefit Plan :

GRATUITY & 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.

(₹ in lakhs)

Assumptions	**Gratuity**		**Leave Encashment**	
	Funded 31.03.2016 ₹	Funded 31.03.2015 ₹	**Non Funded 31.03.2016 ₹**	Non Funded 31.03.2015 ₹
Reconciliation of opening and closing balances of the present value of the defined benefit obligation:				
Present Value of obligation as at the beginning of the year	**12.73**	5.50	**2.47**	7.97
Current service cost	**2.76**	2.61	**1.72**	1.16
Interest cost	**1.00**	0.42	**0.10**	0.56
Actuarial (gain) / loss	**16.32**	4.50	**2.73**	(5.61)
Benefits paid	**-**	(0.30)	**(2.40)**	(1.61)
Present Value of obligation as at the end of the year	**32.80**	12.73	**4.61**	2.47
Change in Plan Assets				
Plan assets at period beginning, at fair value	**5.91**	6.47	**-**	-
Expected return on plan assets	**0.48**	0.42	**-**	-
Actuarial (gain) / loss	**0.02**	0.67	**-**	-
Contributions	**0.47**	-	**2.40**	1.61
Benefits paid	**-**	(0.30)	**(2.40)**	(1.61)
Plan assets at period end 2015, at fair value	**6.88**	5.91	**-**	-
Fair Value of Plan Assets				
Fair Value of plan assets at the beginning of the year	**5.91**	5.72	**-**	-
Actual return on plan assets	**0.50**	0.50	**-**	-
Contributions	**0.47**	-	**-**	-
Benefits paid	**-**	(0.30)	**(2.40)**	(1.61)
Fair Value of plan assets at the end of the year	**6.89**	5.83	**-**	-
Funded status			**-**	-
Excess of Actual over estimated return	**NIL**	NIL	**NIL**	NIL
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	**32.80**	12.73	**4.61**	-
Fair value of plan assets as at the end of the year	**6.88**	5.91	**-**	-
Funded status	**-**	-	**-**	(2.46)
Net asset/(liability) recognized in Balance Sheet	**25.92**	6.82	**4.61**	(2.46)

(₹ in lakhs)

Assumptions	Gratuity		Leave Encashment	
	Funded 31.03.2016 ₹	Funded 31.03.2015 ₹	**Non Funded 31.03.2016** ₹	Non Funded 31.03.2015 ₹
Expenses for the year				
Current service cost	**2.76**	2.61	**1.72**	1.16
Interest cost on benefit obligation	**1.00**	0.42	**0.10**	0.56
Expected return on plan assets	**(0.48)**	(0.42)	**-**	-
Net actuarial (gain)/loss recognised in the year	**16.30**	4.42	**2.73**	(5.61)
Total expenses recognised in the P & L A/c	**19.57**	7.03	**4.55**	(3.89)

Assumptions	Gratuity		Leave Encashment	
	Funded 31.03.2016	Funded 31.03.2015	**Non Funded 31.03.2016**	Non Funded 31.03.2015
Discount Rate	**7.82%**	7.82%	**7.82%**	7.82%
Employee Turnover	**5.00%**	5.00%	**5.00%**	5.00%
Mortality			1994-96 LIC Mortality Table (Std)	

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

(₹ in lakhs)

	Particulars	**For the year ended 31.03.2016** ₹	For the year ended 31.03.2015 ₹
21	**FINANCE COST :**		
	a) Interest on Bank Loan	**52.04**	56.55
	b) Stamp Duty	**0.17**	5.60
	TOTAL	**52.21**	62.15
22	**OTHER EXPENSES :**		
	Stores & Spares	**39.13**	31.17
	Power & Water	**75.73**	67.55
	Repairs & Maintenance (Building)	**5.94**	18.07
	Machinery & Electrical Repairs	**13.69**	5.07
	Insurance (Building)	**0.34**	0.08
	Other Manufacturing Expenses	**332.44**	325.27
	Insurance charges	**1.28**	0.97
	Rent, Rates & Taxes	**45.48**	109.11
	Repairs & Maintenance others	**13.67**	12.55
	Commission on Sales	**6.28**	145.75
	Advertisement	**1.36**	1.38
	Travelling and Conveyance	**35.68**	21.17
	Bank charges	**7.68**	20.63
	Telephone charges	**8.29**	7.75
	Corporate Social Responsibility Contribution	**26.10**	24.01
	Printing & Stationery	**7.45**	7.25
	Auditors' Remuneration	**2.50**	2.50
	Donation	**0.27**	0.27

(₹ in lakhs)

Particulars	For the year ended 31.03.2016 ₹	For the year ended 31.03.2015 ₹
Vehicle expenses	**13.86**	16.76
Portfolio Management fees	**4.03**	0.11
Security Transaction Tax	**0.76**	2.07
Provision for diminution in the value on Investments	**-**	12.96
ECGC Premium	**0.66**	0.38
Discount to Customers	**207.34**	144.51
General Expenses	**315.03**	281.63
TOTAL	**1,164.99**	1,258.97

22.01 Consumable Stores & Spares : (₹ in lakhs)

Particulars	Amount in ₹		Percentage	
	2015-16	2014-15	**2015-16**	2014-15
a) Imported	**12.48**	17.66	**31.89%**	56.64%
b) Indigenous	**26.65**	13.51	**68.11%**	43.36%

23 EXTRAORDINARY ITEMS : (₹ in lakhs)

Particulars	For the year ended 31.03.2016 ₹	For the year ended 31.03.2015 ₹
Profit on Sale of Office Premises	**-**	75.70
TOTAL	**-**	75.70

24 CONTINGENT LIABILITIES NOT PROVIDED FOR :

a) The Company has outstanding performance guarantee of ₹1591.50 lakhs as on the Balance Sheet date, executed in favour of Deputy Commissioner of Customs (Previous Year ₹1591.50 lakhs).

b) 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.

c) The Company has executed Bank Guarantee of ₹ 3550.00 lakhs (Previous year ₹ 3550.00 lakhs) favouring the Hongkong and Shanghai Banking Corporation Limited Mumbai for its wholly owned subsidiary, Goldiam Jewellery Limited, Mumbai.

25 Estimated amount of contracts remaining to be executed on Capital Account and not provided for is ₹ NIL lakhs (Previous year ₹ 30.86 Lakhs).

26 Details of Related parties transactions are as under :

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

Sr. No.	Relationship	Name of the Related Party
	Subsidiaries	Diagold Designs Limited
		Goldiam Jewellery Limited
		Goldiam USA, Inc.
	Associates	Goldiam HK Limited
	Key Management Personnel	Mr. Manhar R. Bhansali (Chairman & Managing Director)
		Mr. Rashesh M. Bhansali (Vice Chairman & Managing Director)

b) Transactions during the year with related parties:

(₹ in lakhs)

Sr. No.	Nature of Transaction	Subsidiaries		Associates		Key Management Personnel	
		2015-16	2014-15	**2015-16**	2014-15	**2015-16**	2014-15
i)	Payments to & provision for Directors' remuneration	**-**	-	**-**	-	**120.00**	62.71
ii)	Commission received	**17.75**	47.50	**-**	-	**-**	-
iii)	Guarantee given	**-**	300.00	**-**	-	**-**	-
iv)	Advance given	**-**	-	**-**	-	**-**	-
v)	Advance returned	**-**	-	**-**	-	**-**	-
vi)	Sale of assets	**-**	-	**-**	-	**-**	-
vii)	Sale of goods	**10,137.89**	7,955.87	**-**	-		
vii)	Purchase of goods	**1,964.23**	864.86	**-**	1.57	**-**	-
viii)	Labour Charges received	**1.57**	-	**-**	-	**-**	-
ix)	Dividend	**20.40**	40.79	**-**	-	**-**	-
I)	Outstanding Guarantee given as on 31st March, 2016	**3,550.00**	3,550.00	**-**	-	**-**	-
II)	Outstanding Receivables as on 31st March, 2016	**3,348.22**	5,793.43	**-**	-	**-**	-
III)	Outstanding Payables as on 31st March,2016	**149.78**	24.64	**-**	-	**-**	3.33

c) Disclosure in respect of Transactions with related parties during the year :

(₹ in lakhs)

Sr. No.	Nature of Transaction	Subsidiaries			Associates	Key Management Personnel
		Goldiam Jewellery Limited	Diagold Designs Limited	Goldiam USA Inc.	Goldiam HK Limited	Rashesh M. Bhansali
i)	Payments to & provision for Directors' remuneration	-	-	-	-	**120.00**
		-	-	-	-	(62.71)
ii)	Commission received	**17.75**	-	-	-	-
		(47.50)	-	-	-	-
iii)	Guarantee given	**-**	-	-	-	-
		(300.00)	-	-	-	-
iv)	Advance given	-	-	-	-	-
		-	-	-	-	-
v)	Advance returned	-	-	-	-	-
		-	-	-	-	-
vi)	Sale of assets	-	-	-	-	-
		-	-	-	-	-
vii)	Sale of goods	**1,650.42**	**45.70**	**8,441.77**	-	-
		(396.37)	-	(7,559.51)	-	-

(₹ in lakhs)

Sr. No.	Nature of Transaction	Subsidiaries			Associates	Key Management Personnel
		Goldiam Jewellery Limited	Diagold Designs Limited	Goldiam USA Inc.	Goldiam HK Limited	Rashesh M. Bhansali
viii)	Purchase of goods	-	**0.08**	**1,964.15**	-	**-**
		-	(0.01)	(864.85)	(1.57)	-
viii)	Labour Charges Received	**1.57**	-	-	-	-
		-	-	-	-	-
ix)	Dividend	-	**20.40**	-	-	-
		-	(40.79)	-	-	-
I)	Outstanding Guarantee given as on 31st March,2016	**3,550.00**	-	-	-	-
		(3,550.00)	-	-	-	-
II)	Outstanding Receivables as on 31st March, 2016	**164.39**	**6.81**	**3,177.02**	-	-
		(3.09)	-	(5,790.35)	-	-
III)	Outstanding Payables as on 31st March, 2016	-	-	**149.78**	-	-
		-	-	(24.64)	-	(3.33)

27 IN THE OPINION OF THE DIRECTORS:

a) The Current Assets and Loans & Advances are approximately of the value stated, if realised in the ordinary course of business.

b) The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.

28 Amounts due from subsidiaries & Associates included under Loans and Advances, Receivables & Payables are as follows :

(₹ in lakhs)

Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
Receivables :		
Goldiam Jewellery Limited	**164.39**	3.09
Diagold Designs Limited	**6.81**	-
Goldiam USA, Inc.	**3,177.02**	5,790.35
Payables :		
Goldiam USA, Inc.	**149.78**	24.64
Diagold Designs Limited	**0.00**	0.00

29 EARNING PER SHARE :

Particulars	2015-16	2014-15
Profit after Tax (₹ in lakhs)	**1,532.38**	1,115.41
No. of shares outstanding	**24945996**	24945996
Weighted Average no. of shares + potential shares outstanding	**24945996**	24945996
Earning per share (Basic) (₹)	**6.14**	4.47
Earning per share (Diluted) (₹)	**6.14**	4.47

30 JOINT VENTURE :

In compliance with the Accounting Standard relating to "Financial Reporting of Interests in Joint Ventures" (AS-27), issued by the Institute of Chartered Accountants of India, the Company has interests in the following jointly controlled entity, which is incorporated outside India.

Name of the Company	Incorporated in	**For the year ended 31.03.2016 (in percentage)**	For the period ended 31.03.2015 (in percentage)
Goldiam HK Limited	Hong Kong	**49.93%**	49.93%

(₹ in lakhs)

Goldiam HK Limited	**For the year ended 31.03.2016 ₹**	For the period ended 31.03.2015 ₹
Proportionate Reserves and Surplus as at the beginning of the year	**7.60**	1.34
Proportionate Transfer to Reserves	**-**	-
Proportionate Surplus/(Deficit) in Profit and Loss Account (net of transfer to reserves, dividend etc.)	**8.63**	6.26
Proportionate Reserves and Surplus as at the end of the year	**16.24**	7.60

(₹ in lakhs)

		As on 31.03.2016		For the year ended on 31.03.2016	
Name of the Company & Country of Incorporation	Percentage of Shareholding %	Assets (₹ in lakhs)	Liabilities (₹ in lakhs)	Income (₹ in lakhs)	Expenditure (₹ in lakhs)
Goldiam HK Limited	49.93%	**546.84**	**48.63**	**775.16**	**765.83**
Hong Kong					
(Year Ended 31st March, 2015)	(49.93%)	644.83	183.13	794.83	788.21

30.1 The above figures have been taken from audited accounts of Joint Venture as on 31st March, 2016 and converted at the exchange rate prevailing as on the date of Balance Sheet of Joint Venture.

Contingent liabilities in respect of Joint Venture is ₹Nil

31 Details of payment made to the Managing Directors and Directors. (₹ in lakhs)

Particulars		Managing Directors	Other Directors	**Total 2015-16**	Total 2014-15
i)	Salaries	**120.00**	-	**120.00**	60.00
ii)	Commission	-	-	**-**	2.71
iii)	Sitting Fees	-	**6.50**	**6.50**	4.85
	TOTAL	**120.00**	**6.50**	**126.50**	67.56

32 VALUE OF IMPORTS ON C.I.F. BASIS : (₹ in lakhs)

Particulars		**2015-16**	2014-15
1	Raw Materials	**4,444.41**	3,544.67
2	Consumable Stores	**13.64**	12.10
3	Capital Goods	**26.40**	-

33 EXPENDITURE IN FOREIGN CURRENCY :

Foreign Travels	**16.98**	-
Other Expenses	**71.69**	60.26

34 REMITTANCE IN FOREIGN EXCHANGE CURRENCY ON ACCOUNT OF DIVIDEND:

(₹ in lakhs)

Year to which Dividend relates	**2015-16**	2014-15
No. of Foreign Company	**1**	1
No. of shares on which remittances were made	**2700000**	2700000
Net Dividend (₹)	**94.50**	32.40

35 EARNINGS IN FOREIGN EXCHANGE:

F.O.B.Value of Exports	**13,079.93**	11,856.64

36 Information given in accordance with the requirements of AS 17 on "Segment Reporting" .

The Company has identified Two Reportable Segments viz. Jewellery Manufacturing and Investment Activity. Segments have been identified and reported taking into account nature of products and services, the different risks and returns and the internal business reporting systems.

a) 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".

b) 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".

(i) Segment Information : (₹ in lakhs)

	Year to 31.03.2016			
	JEWELLERY	**INVESTMENTS ACTIVITY**	**OTHERS (Unallocated)**	**TOTAL**
Segment Revenue	**13,431.97**	**1,007.81**	**-**	**14,439.78**
Segment Results	**1,016.33**	**991.55**	**-**	**2,007.87**
Less: unallocated expenses net of unallocated (income)	**-**	**-**	**(60.00)**	**(60.00)**
Interest expenses (Net)	**-**	**-**	**-**	**52.21**
Profit before tax				**1,895.66**
Depreciation and Amortisation	**-**	**-**	**-**	**194.99**
Non cash expenses other than Depreciation and Amortisation	**-**	**-**	**-**	**-**
Segment Assets	**11,168.55**	**10,770.93**	**2,381.36**	**24,320.84**
Segment Liabilities (excluding Shareholders' Funds)	**5,158.59**	**18.05**	**374.69**	**5,551.34**

(₹ in lakh)

	Year to 31.03.2015			
	JEWELLERY	**INVESTMENTS ACTIVITY**	**OTHERS (Unallocated)**	**TOTAL**
Segment Revenue	12,262.50	405.06	-	12,667.56
Segment Results	1,166.08	387.14	-	1,553.22
Less: unallocated expenses net of unallocated (income)	-	-	(136.95)	(136.95)
Interest expenses (Net)	-	-	-	62.15
Profit before tax				1,354.13
Depreciation and Amortisation	-	-	-	235.42
Non cash expenses other than Depreciation and Amortisation	-	-	-	-
Segment Assets	14,737.41	10,753.89	498.94	25,990.24
Segment Liabilities (excluding Shareholders' Funds)	7,374.26	20.80	611.60	8,006.66

37 Exceptional Items includes profit on sale of office premises ₹ NIL (Previous Year ₹ 75.70 Lakhs)

38 FINANCIAL INSTRUMENTS / FORWARD CONTRACTS :

The Company is exposed to foreign currency fluctuations on foreign currency assets and forecasted cash flows 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 bank. The forward contracts are not used for trading or speculation purpose.

38.01 Unhedged Foreign Currency exposure : (₹ in lakhs)

PARTICULARS	CURRENCY	**31.03.2016**		31.03.2015	
		in Lakhs	**₹ in Lakhs**	in Lakhs	₹ in Lakhs
Outstanding Receivables & Loan	US $	**$76.79**	**5,087.83**	$129.49	8,093.42
Outstanding creditors for goods and spares	US $	**$39.35**	**2,607.08**	$42.69	2,667.95
Exchange Earner's Foreign Currency a/c with Banks	US $	**$13.99**	**926.74**	$5.08	317.43
Outstanding creditors for spares	EURO	**0.006624**	**0.50**	0.007412	0.50
Packing credit in foreign currency with Bank	US $	**$20.59**	**1,364.39**	$46.38	2,898.74
Post shipment credit in foreign currency with Bank	US $	**$12.60**	**834.78**	$24.31	1,519.15

39 Salaries & wages include Directors' remuneration of ₹ 120.00 lakhs (Previous Year ₹ 62.71 lakhs)

40 Remuneration to Auditors: (₹ in lakhs)

Particulars	**2015-16**	2014-15
	₹	₹
As Auditors	**2.35**	2.35
Tax Audit Fees	**0.15**	0.15
TOTAL	**2.50**	2.50

41 REPORTING AS PER THE REQUIREMENT UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013

FINANCIAL YEAR 01.04.2015 TO 31.03.2016

Loans and investments covered under Sec.186 of the Companies Act, 2013 form part of the Notes to the financial statements

As regards Corporate Bank Guarantee given by the company in respect of Loans as at 31st March 2016 are as under

(₹ in lakhs)

Sr. No.	**Particulars**	**Current year**	**Previous Year**	**Recepient Company**	**Purpose**
1	Corporate Bank Guarantee	-	300.00	Goldiam Jewellery Limited	Obtaining working capital loan from bank for export of jewllery.

42 During the year under review, against total demand of ₹26.68 lakhs (Previous year ₹75.71 lakhs) Company has made payment of ₹7.83 lakhs (Previous year ₹19.58 lakhs) under protest and have provided in ₹18.85 lakhs (previous year ₹56.12 lakhs) for the property tax for the period from 01.04.2010 to 31.03.2016.

43 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.

44 The previous year's figures have been regrouped and rearranged wherever necessary to make in compliance with the current financial year.

As per our attached report of even date.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

Place : Mumbai
Date : 27th May, 2016

For and on behalf of the Board

Manhar R. Bhansali
Chairman & Mg. Director
(DIN No. 00058699)

Rashesh M. Bhansali
Vice Chairman & Mg. Director
(DIN No. 00057931)

Pankaj Parkhiya
Company Secretary

Darshana Patel
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2016

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GOLDIAM INTERNATIONAL LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of GOLDIAM INTERNATIONAL LIMITED (hereinafter referred to as "the Holding Company")andits subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group")its associatesand jointly controlled entities , comprisingof the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act")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, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and ofits associates 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; the 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 the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in Other Matters below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

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 the consolidated state of affairs of the Group,its associates and jointly controlled entities as at 31st March, 2016, and theirconsolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of one subsidiary and one associates, whose financial statements reflect total assets of ₹1358.33 lacs as at 31st March, 2016, total revenues of ₹14398.55 lacs and net cash flows amounting to ₹139.44 lacs 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 ₹133.60 lacs for the year ended 31st March, 2016, as considered in the consolidated financial statements, in respect of the above mentioned associates, whose financial statements have not been audited by us. These financial statements have been reviewed / audited by other auditors whose reports have been furnished to us by the Management and our opinionon 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, insofar 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 reporton Other Legal and Regulatory Requirements below, is not modified in respect of the above matterswith 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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company, subsidiary companies, associate companies and jointly controlled companies incorporated in India.
2. As required by Section143(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 purposesof 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, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 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 companiesand jointly controlled companiesin corporate in India is disqualified as on 31st March, 2016 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 A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   (g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 theconsolidated financial position of the Group, its subsidiary and associates. Refer Note no 31(b) & (c) 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, forlong-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.

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

Place : Mumbai
Date : 27th May, 2016

(Pulindra Patel)
Proprietor
Membership No. 048991

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 143of 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, 2016, 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, its associate companies and jointly controlled 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, its associate companies and jointly controlled companies, which are companies incorporated inIndia, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Companyconsideringthe essential components of internal control stated in the Guidance Note on Audit ofInternal Financial Controls Over Financial Reporting issued by the Institute of CharteredAccountants of India (ICAI)".] These responsibilities include the design, implementation andmaintenance of adequate internal financial controls that were operating effectively for ensuringthe orderly and efficient conduct of its business, including adherence to the respectivecompany'spolicies, the safeguarding of its assets, the prevention and detection of frauds anderrors, the accuracy and completeness of the accounting records, and the timely preparation ofreliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls overfinancial reporting based on our audit. We conducted our audit in accordance withthe Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the"Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemedto be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable toan audit of internal financial controls, both issued by the Institute of Chartered Accountants ofIndia. Those Standards and the Guidance Note require that We comply with ethicalrequirements and plan and perform the audit to obtain reasonable assurance about whetheradequate internal financial controls over financial reporting was established and maintained andif such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy ofthe internal financial controls system over financial reporting and their operating effectiveness.Our audit of internal financial controls over financial reporting included obtaining anunderstanding of internal financial controls over financial reporting, assessing the risk that amaterial weakness exists, and testing and evaluating the design and operating effectiveness ofinternal control based on the assessed risk. The procedures selected depend on the auditor'sjudgement, including the assessment of the risks of material misstatement of the financialstatements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained bythe other auditors in terms of their reports referred to in the Other Matters paragraph below, issufficient and appropriate to provide a basis for our audit opinion on the Company's internalfinancial 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 offinancial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policiesand 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 preparationof financial statements in accordance with generally accepted accounting principles, and thatreceipts and expenditures of the company are being made only in accordance withauthorisations of management and directors of the company; and (3) provide reasonableassurance regarding prevention or timely detection of unauthorised acquisition, use, ordisposition 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, 2016, 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 bythe Institute of Chartered Accountants of India.

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

PULINDRA M. PATEL
Proprietor
Membership No. 48991

Place : Mumbai
Date : 27th May, 2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ in lakhs)

	Notes No.	₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹
I) EQUITY & LIABILITIES :				
1) SHAREHOLDERS' FUNDS :				
(a) SHARE CAPITAL	1	**2,494.60**		2,494.60
(b) RESERVES AND SURPLUS	2	**25,574.14**		23,109.87
(c) MONEY RECEIVED AGAINST SHARE WARRANTS		**-**		-
			28,068.74	25,604.47
2) SHARE APPLICATION MONEY PENDING ALLOTMENT			**-**	-
2) MINORITY INTEREST			**1,361.54**	1,344.46
3) NON-CURRENT LIABILITIES				
(a) LONG - TERM BORROWINGS	3	**6.11**		-
(b) DEFERRED TAX LIABILITY (NET)	4	**108.46**		118.31
(c) OTHER LONG TERM LIABILITIES		**-**		-
(d) LONG - TERM PROVISIONS		**-**		-
			114.57	118.31
4) CURRENT LIABILITIES				
(a) SHORT TERM BORROWINGS	5	**4,764.81**		8,248.77
(b) TRADE PAYABLES	6	**7,060.63**		7,106.52
(c) OTHER CURRENT LIABILITIES	7	**323.87**		240.85
(d) SHORT - TERM PROVISIONS	8	**498.95**		651.84
			12,648.26	16,247.98
TOTAL			**42,193.11**	43,315.22
II) ASSETS :				
1) NON - CURRENT ASSETS				
(a) FIXED ASSETS				
(i) TANGIBLE ASSETS	9	**2,152.14**		2,188.71
(ii) INTANGIBLE ASSETS	9	**110.07**		76.26
(iii) CAPITAL WORK - IN - PROGRESS		**165.12**		150.12
(iv) INTANGIBLE ASSETS UNDER DEVELOPMENT				
(b) NON - CURRENT INVESTMENT	10	**3,746.98**		3,740.37
(c) DEFERRED TAX ASSETS (NET)	4	**37.26**		29.59
(d) LONG - TERM LOANS & ADVANCES	11	**36.93**		56.45
(e) OTHER NON - CURRENT ASSETS		**-**		-
			6,248.50	6,241.50
2) CURRENT ASSETS				
(a) CURRENT INVESTMENT	12	**7,742.41**		7,774.15
(b) INVENTORIES	13	**10,217.69**		11,391.93
(c) TRADE RECEIVABLES	14	**11,637.73**		13,675.38
(d) CASH & BANK BALANCE	15	**4,322.58**		2,086.76
(e) SHORT - TERM LOANS & ADVANCES	16	**2,024.20**		2,145.51
(f) OTHER CURRENT ASSETS		**-**		-
			35,944.61	37,073.72
TOTAL			**42,193.11**	43,315.22
SIGNIFICANT ACCOUNTING POLICIES NOTES TO ACCOUNTS	1 to 46			

The notes referred to above form an integral part of these consolidated financial statements

As per our attached report of even date.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

Place : Mumbai
Date : 27th May, 2016

For and on behalf of the Board

Manhar R. Bhansali
Chairman & Mg. Director
(DIN No. 00058699)

Rashesh M. Bhansali
Vice Chairman & Mg. Director
(DIN No. 00057931)

Pankaj Parkhiya
Company Secretary

Darshana Patel
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2016

CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in lakhs)

		Notes No.	Current Year 31.03.2016 ₹	Previous Year 31.03.2015 ₹
I)	REVENUE FROM OPERATIONS	17	**33,002.81**	32,155.53
II)	OTHER INCOME	18	**1,525.34**	1,241.03
III)	**TOTAL REVENUE (I+II)**		**34,528.15**	33,396.56
IV)	**EXPENSES :-**			
	COST OF MATERIALS CONSUMED	19	**22,326.55**	23,816.21
	PURCHASES OF STOCK-IN-TRADE		**2,726.41**	1,547.39
	CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE	20	**133.97**	599.67
	EMPLOYEE BENEFITS EXPENSES	21	**972.04**	761.07
	FINANCE COSTS	22	**178.98**	228.85
	DEPRECIATION / AMORTISATION	9	**266.59**	338.99
	OTHER EXPENSES	23	**3,741.97**	3,330.19
	TOTAL EXPENSES		**30,346.51**	30,622.38
V)	**PROFIT BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX (III-IV)**		**4,181.64**	2,774.17
VI)	**EXCEPTIONAL ITEMS**	24	**-**	75.70
VII)	**PROFIT BEFORE TAX (V-VI)**		**4,181.64**	2,849.88
VIII)	**TAX EXPENSES :**			
	(1) CURRENT TAX		**886.17**	664.78
	(2) DEFERRED TAX		**5.50**	0.27
IX)	**PROFIT/(LOSS) FOR THE PERIOD FORM**			
	CONTINUING OPERATIONS		**3,300.97**	2,184.82
	SHARE OF PROFIT/(LOSS) OF MINORITY INTEREST		**51.28**	59.78
	PROFIT / (LOSS) ON DISPOSALOF SUBSIDIARY		**-**	-
			3,249.69	59.78
X)	**PROFIT/(LOSS) FOR THE PERIOD**		**3,249.69**	2,125.05
XI)	**EARNINGS PER EQUITY SHARE (Face Value RS.10/-) :**			
	BASIC		**13.03**	8.52
	DILUTED		**13.03**	8.52
SIGNIFICANT ACCOUNTING POLICIES				
NOTES TO ACCOUNTS		1 to 46		

The notes referred to above form an integral part of these consolidated financial statements

As per our attached report of even date.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

Place : Mumbai
Date : 27th May, 2016

For and on behalf of the Board

Manhar R. Bhansali
Chairman & Mg. Director
(DIN No. 00058699)

Rashesh M. Bhansali
Vice Chairman & Mg. Director
(DIN No. 00057931)

Pankaj Parkhiya
Company Secretary

Darshana Patel
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2016

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in lakhs)

	PARTICULARS		2015-16	2014-15
		₹	₹	₹
A)	**CASH FLOW FROM OPERATING ACTIVITIES :**			
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS		**4,181.64**	2,849.88
	ADJUSTMENT FOR :			
	Depreciation (Notes 8)	**266.59**		338.99
	(Profit)/Loss on sale of Investment (Net)	**(617.66)**		(261.78)
	Revaluation (Profit)/Loss on Investment	**-**		15.03
	(Profit)/Loss on sale of Assets	**(5.87)**		(79.64)
	Dividend received	**(298.60)**		(79.88)
	Share of Minority Interest	**(34.20)**		(109.18)
	Adjustment for Change of Holding & Translation Reserves	**(28.73)**		159.48
	Interest Income	**(205.01)**		(203.10)
	Finance Cost	**178.98**		228.85
			(744.50)	8.77
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		**3,437.14**	2,858.65
	ADJUSTMENT FOR :			
	Trade and other Receivable	**2,190.12**		(2,042.10)
	Inventories	**1,174.24**		2,225.61
	Trade Payable	**(24.13)**		(760.00)
			3,340.23	(576.49)
	CASH GENERATED FROM OPERATIONS		**6,777.37**	2,282.16
	Direct Tax Paid (net)	**(884.58)**		(770.18)
			(884.58)	(770.18)
	CASH FLOW BEFORE EXTRAORDINARY ITEMS		**5,892.79**	1,511.99
	NET CASH FROM OPERATING ACTIVITIES		**5,892.79**	1,511.99
B)	**CASH FLOW FROM INVESTING ACTIVITIES :**			
	Purchase of Fixed Assets	**(306.20)**		(247.79)
	Sale of Fixed Assets	**32.82**		238.93
	Purchase of Investments	**(13,022.51)**		(31,101.96)
	Sale of Investments	**13,665.25**		30,723.15
	Sale of Investments in Subsidiary	**-**		-
	Interest received	**205.01**		203.10
	Dividend received	**298.60**		79.88
	NET CASH FROM/(USED IN) INVESTING ACTIVITIES		**872.97**	(104.68)
C)	**CASH FLOW FROM FINANCING ACTIVITIES :**			
	Proceeds/(Repayment) of Long Term Borrowing	**(3,477.85)**		496.61
	Finance Cost	**(178.98)**		(228.85)
	Dividend paid	**(873.11)**		(299.35)
	NET CASH USED IN FINANCING ACTIVITIES		**(4,529.94)**	(31.58)
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS		**2,235.82**	1,375.72
	CASH AND CASH EQUIVALENTS AS AT 01.04.2015		**2,086.76**	711.06
	CASH AND CASH EQUIVALENTS AS AT 31.03.2016		**4,322.58**	2,086.76

Notes :

1) Figures in brackets represents Cash Outflows
2) Direct taxes paid are treated as arising from operating activities and are not bifercated between Investing and financing activities.
3) The Cash and cash equivalents figures are net off overdrawn balance with bank reflected in other current liability (Note no.-6).

As per our attached report of even date.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

Place : Mumbai
Date : 27th May, 2016

For and on behalf of the Board

Manhar R. Bhansali
Chairman & Mg. Director
(DIN No. 00058699)

Rashesh M. Bhansali
Vice Chairman & Mg. Director
(DIN No. 00057931)

Pankaj Parkhiya
Company Secretary

Darshana Patel
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2016

SIGNIFICANT ACCOUNTING POLICIES TO THE CONSOLIDATED BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

SIGNIFICANT ACCOUNTING POLICIES :

A NATURE OF OPERATIONS :

Goldiam International Limited ("Parent Company" or the "The Company"), a public limited company, together with its subsidiaries joint venture and associates (hereinafter collectively referred to as the "Group") operates as a manufacturer of diamond studded Gold, Platinum and Silver Jewellery. The business includes entire chain of marketing , production and distribution of Jewellery all over the world.

The Parent Company's shares are listed for trading on the BSE Limited and National Stock Exchange of India Limited.

B BASIS OF PREPARATION OF FINANCIAL STATEMENTS :

(i) a) The financial statements have been prepared in compliance with all material aspects with Accounting Standard prescribed under section 133 of The Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014 to the extent applicable and guidelines issued by the Securities and Exchange Board of India, to the extent applicable.

b) The financial statements are based on historical cost convention and are prepared on accrual basis.

c) Accounting Policies have been consistently applied by the Group and are consistent with those used in the previous year.

d) The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates.

(ii) These consolidated financial statements have been prepared and presented under the historical cost convention, except as disclosed in the financial statements, on accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India and comply with the Accounting Standard (AS)-21 "Consolidated Financial Statements" and Accounting Standard (AS)- 27 "Financial Reporting of Interests in Joint Ventures" in consolidated financial statements to the extent applicable.

(iii) The financial statements are prepared under historical cost convention, on accrual basis, and have been prepared in accordance with the Accounting Standards issued by The Institute of Chartered Accountants of India. The accounting policies have been consistently applied by the Group unless otherwise stated.

(iv) In preparing Group's financial statements in conformity with accounting principles generally accepted in India, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period; actual results could differ from those estimates.

(v) The financial statements of the Company, its subsidiaries and Joint Ventures are drawn up to the same reporting date i.e. 31st March, 2016.

C PRINCIPLES OF CONSOLIDATION :

(i) The consolidated financial statements relate to GOLDIAM INTERNATIONAL LIMITED ("the Company"), its subsidiaries, consolidated financial statements of subsidiary and Joint Venture ("The Group") which have been prepared in accordance with Accounting Standards on Consolidated Financial Statements, (AS-21) and Financial Reporting of Interests in Joint Ventures (AS-27) issued by the Institute of Chartered Accountants of India.

(ii) The financial statements of the Company and its subsidiary companies is 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 and intra-group transactions resulting in unrealised profits or losses.

(iii) In case of foreign subsidiaries, being non-integral foreign operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised and shown as Foreign Currency Translation Reserves.

iv) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognised in the consolidated statement of Profit and Loss Account, being the profit or loss on disposal of investment in subsidiary.

v) The excess/deficit of cost to the Parent Company of its investment over its portion of net worth in the consolidated entities at the respective dates on which the investment in such entities was made is recognised in the financial statements as goodwill/capital reserve. The Parent Company's net worth in such entities is determined on the basis of the book values of assets and liabilities as per the financial statements of the entities as on the date of the investment.

(vi) Minority interest in the net assets of the consolidated subsidiaries consists of :

(1) The amount of equity attributable to minorities at the date on which accounts are made.

(2) The minorities' share of movements in the reserves since the date the parent-subsidiary relationship came into existence.

(vii) Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with the Parent Company's financial statements.

(viii) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

(ix) The basis of consolidation for Joint Venture :

In preparing consolidated financial statements the consolidation of Joint Venture is done on proportionate consolidation method.

(a) Revenue items are consolidated at the average rate prevailing during the year. Monetary items of Receivables and Payables of the Joint Venture have been translated using the closing exchange rate at the date of the Balance Sheet.

(b) Fixed Assets of the Joint Venture have been translated at the transaction date.

(c) The net exchange difference resulting from the translation of the items in the financial statements of Joint Venture have been recognised as income or expense for the period.

D ACCOUNTING POLICIES:

(i) FIXED ASSETS :

I) Tangible Assets :

Fixed assets (excluding land & building) are stated at historical cost less accumulated depreciation. Land of one of the subsidiary has been revalued as on 31st March, 2007 at replacement values. Difference in replacement value and historical cost has been transferred to Revaluation Reserve account of the subsidiary in that year. No depreciation has been charged on revalued asset as the revaluation is with respect to Land.

II) Intangible Assets :

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation /depletion and impairment loss, if any. The cost comprises purchase price, and any cost directly attributable to bringing the asset to its working condition for the intended use.

(ii) DEPRECIATION :

I) Tangible Assets :

Depreciation is provided as per the useful life prescribed in Schedule II of the Companies Act, 2013 based on "Written Down Value" method. Depreciation on addition to fixed assets is provided on prorata basis from the date of acquisition or installation. Depreciation on assets sold, discarded, demolished or scrapped, is provided up to the date on which the said asset is sold, discarded, demolished or scrapped.

I) Intangible Assets :

Expenditure on Computer Software is amortised on straight line method over period of expected benefit not exceeding five years.

(iii) IMPAIRMENT OF ASSETS :

i) At each Balance Sheet date, the Group determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS)-28 "Impairment of Assets". A provision for impairment loss is made wherever the carrying amount of an asset exceeds its recoverable amount. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if no impairment loss had been recognized.

ii) After Impairment, depreciation is provided on the revised carrying amount of the assets.

(iv) INVENTORIES :

i) Raw materials are valued at cost or net realisable 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. Trading goods are valued at cost or net realisable value, whichever is lower.

Note : Inventories of cut and polished diamonds of holding company and its subsidiaries in India are valued at cost or net realisable value whichever is lower based on the valuation report obtained from Government approved Valuer.

(v) FOREIGN CURRENCY TRANSACTIONS AND TRANSLATION OF FINANCIAL STATEMENTS OF FOREIGN SUBSIDIARIES

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

Reporting currency for the group is Indian Rupees. The functional currency of foreign subsidiary is US Dollar and of Joint Venture is HK Dollar. In preparing consolidated financial statements both monetary and non-monetary assets and liabilities are translated using the exchange rate as at the Balance Sheet date and revenues, cost and expenses are translated using average of exchange rates during the reporting period. Share capital and opening Reserves and Surplus, opening Fixed Assets are carried at historical cost. Resultant currency translation exchange gain/loss is disclosed as "Foreign Currency Translation Reserve" in Reserves and Surplus.

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

Any profit or loss arising on cancellation or renewal of forward foreign exchange contracts is recognised as income or expense for the year. In respect of foreign currency option contracts which are entered into to hedge highly probable forecasted transactions the cost of these contracts, if any, is expensed over the period of the contract. Any profit or loss arising on settlement or cancellation of currency options is recognised as income or expense for the period in which settlement or cancellation takes place.

(vi) INVESTMENTS :

i) Investments that are intended to be held for more than a year from the date of acquisition and those having fixed maturity period of more than a year are classified as long-term investments and are stated at cost. Provision for diminution in value of long-term investments is made, if the diminution is other than temporary.

ii) Current investments are valued at cost or market value on scrip wise basis. Cost is determined on First In First Out (FIFO) basis.

iii) Reclassification of investments are made at the lower of cost and fair value at the date of transfer.

(vii) RECOGNITION OF INCOME AND EXPENDITURE :

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

SALES :

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

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.

(viii) RETIREMENT BENEFITS TO EMPLOYEES

a) 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.

b) 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.

c) 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.

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.

(ix) SEGMENT INFORMATION :

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole and the Company has two business segments viz. Jewellery Manufacturing and Investment Activity.

(x) BORROWING COST :

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

(xi) EARNING PER SHARE :

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

(xii) PROVISION FOR CURRENT AND DEFERRED TAX :

Tax expense comprises of Current and Deferred tax :

Income tax expense comprises current and deferred tax in Consolidated Profit and Loss Account is the aggregate of the amounts of tax expense appearing in the separate financial statements of the Parent Company and its subsidiaries and associates. The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to each entity using tax rates enacted or substantially enacted at the Balance Sheet date.

Deferred income tax reflects the impact of current year timing differences between taxable income / losses and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured on the tax rates and tax laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In respect of carry forward losses deferred tax assets are recognised only to the extent there is virtual certainty that sufficient future taxable income will be available against which such losses can be setoff.

(xiii) PROVISIONS/ CONTINGENCIES :

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

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

Notes to the financial statements for the year ended 31st March, 2016

1 SHARE CAPITAL : (₹ in lakhs)

Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
AUTHORISED CAPITAL		
31000000 Equity Shares of ₹10/- each		
(Previous year 31000000 Equity Shares of ₹10/- each)	**3,100.00**	3,100.00
	3,100.00	3,100.00
Issued capital		
24945996 Equity Shares of ₹10/- each	**2,494.60**	2,494.60
(Previous year 24945996 Equity Shares of ₹10/- each)		
	2,494.60	2,494.60
Subscribed and Paid up Capital		
24945996 Equity Shares of ₹10/- each	**2,494.60**	2,494.60
(Previous year 24945996 Equity Shares of ₹10/- each)		
TOTAL	**2,494.60**	2,494.60

1.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Details to be given for each class of shares separately for Issued, Subscribed and fully paid up and Subscribed but not fully paid up, as applicable.

Particulars	Opening Bal.	Closing Bal.
Equity shares with voting rights		
Year ended 31 March, 2015		
- Number of shares	**24945996**	24945996
- Amount (₹)	**2,494.60**	2,494.60
Year ended 31 March, 2016		
- Number of shares	**24945996**	24945996
- Amount (₹)	**2,494.60**	2,494.60
Equity shares with differential voting rights		
Year ended 31 March, 2015	**-**	-
Year ended 31 March, 2016	**-**	-

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

Class of shares / Name of shareholder	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares held	**% holding in that class of shares**	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
Mr. Manhar Bhansali	**7103428**	**28.48%**	7103428	28.48%
Mr. Rashesh Bhansali	**6000000**	**24.05%**	6000000	24.05%
M/s Diajewel N.V.	**2700000**	**10.82%**	2700000	10.82%
Equity shares with differential voting rights	**-**	**-**	-	-

(₹ in lakhs)

	Particulars	₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹
2	**RESERVES AND SURPLUS :**			
	1. Capital Redemption Reserve			
	As per last Balance Sheet		**208.68**	208.68
	2. Capital Reserve			
	As per last Balance Sheet		**547.91**	547.91
	3. General Reserve			
	As per last Balance Sheet	**5,055.38**		5,055.38
	Add : Transfer from P & L A/C	**-**		-
			5,055.38	5,055.38
	4. Surplus in the Statement of Profit & Loss Account			
	As per last Balance Sheet	**16,967.77**		15,298.36
	Add : Net Profit after tax transferred from Statement of Profit and Loss	**3,249.69**		2,125.05
	Amount available for appropriation	**20,217.46**		17,423.41
	Less : Appropriations			
	Transferred to General Reserve	**-**		-
	Interim Dividend	**498.92**		-
	Proposed Dividend	**124.73**		374.19
	Tax on Interim / Proposed Dividend	**133.03**		81.45
	Balance in profit and loss account		**19,460.78**	16,967.77
	5. Foreign Currency Translation Reserves		**301.39**	330.12
	TOTAL		**25,574.14**	23,109.87
3	**LONG TERM BORROWINGS :**			
	a) Secured Loans :			
	Car Loan			
	From Bank :			
	ICICI Bank Limited		**6.11**	-
	Motor Car Loan taken from ICICI Bank Limited Secured against Motor Car			
	Type of Loan / Rate of Interest / Maturity Period			
	Loan for purchase of Motor Car / 10.49% / 15th April, 2018			
	TOTAL		**6.11**	-
4	**DEFERRED TAXES :**			
	Deferred Tax Liabilities :			
	i) relating to Depreciation, amortisation and Impairment		**108.46**	118.31
			108.46	118.31
	Less : Deferred Tax Assets :			
	i) relating to Employee benefits & provision thereof		**1.24**	4.86
	ii) relating to Depreciation, amortisation and Impairment		**36.02**	24.74
			37.26	29.59
			71.20	88.72
5	**SHORT TERM BORROWINGS :**			
	a) Secured Loans :			
	Working Capital Loans			
	From Bank :			
	a) Foreign Currency Loans		**3,548.03**	7,200.37
	b) Rupee Loans		**1,216.78**	1,048.40

(₹ in lakhs)

Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹

Working Capital Loans :

a) ₹ 1004.61 lakhs Loan Taken from Citi Bank Secured by Secured by Pledge on investments in Fixed Maturity Plan (FMP) / Debt Mutual Funds and Deemad Promissory Note of ₹ 2500.00 Lakhs and Letter of Continuity.

Particulars	Unit
Franklin India Corporate Bond Opportunities Fund-Growth	5874265.618
Franklin India Short Term Income Plan -Retail Plan-Growth	38341.180
ICICI Prudential Liquid - Regular Plan - Growth	237875.542
Franklin India Treasury Management Account Super Institutional Plan-Growth	2278.340

b) ₹ 993.60 lakhs Loan taken from HBSC Bank Secured by Pledge of Mutual Funds / Bonds and Deemad Promissory Note of ₹ 2750.00 Lacs.

Particulars	Unit
Birla Sun Life Savings Fund - Growth - Regular Plan	186266.53
Birla Sun Life Dynamic Bond Fund - Retail - Growth - Regular Plan	2526145.61
ICICI Prudential Flexible Income - Regular Plan - Growth	537293.11

c) ₹200.95 lakhs loan taken from Kotak Bank Limited secured by Pledge of Debt Funds/Income Funds / Fixed Maturity Plan with mimimum Valuation of ₹2775.00 lakhs or Lien over acceptable equity shares with mimimum valuation of ₹ 5000.00 lakhs or Lien over arbitrage fund with with mimimum valuation of ₹2775.00 lakhs or Lien over liquid fund with with mimimum valuation of ₹ 2625.00 lakhs and Deemad Promissory Note of ₹ 2500.00 lacs).

Particulars	Unit
Infosys Ltd.	20000.000
Reliance Capital Builder Fund- Series a-Growth Plan	1000000.000
ICICI Prudential Value Discovery Fund (Regular Plan)	142423.092
Kotak FMP Series 172-Growth- Regular Plan	1200000.000
ICICI Prudential Income Regular Plan Growth	456939.193

d) ₹ 1522.96 lakhs is secured by hypothecation of Stock, Debtors and Inventories and equitable mortgage of Leasehold Land and Factory Building at R-1 Cama Industrial Estate, Walbhat Road, Goregaon (East), Mumbai-400063. The said limit is also secured by personal guarantee of Mr. Milan R. Mehta director of one of the subsidiary M/s. Diagold Designs Limited.

e) ₹1,036.15 lakhs is secured by first pari passu charge on present & future Inventories, Receivables, First and exclusive charge on Plant & Machinery & all moveable fixed assets of Goldiam Jewellery Limited and Corporate Guarantee by M/s. Goldiam International Limited and pledge of Mutual Funds/ Bonds through HSBC Bank and Demand Promisory note for ₹ 3000.00 lakhs.

Particulars	Unit
ICICI Prudential Flexible Income - Regular Plan - Growth	20238.02

e) ₹ 6.54 lakhs is secured against Motor Car

Car Loan taken from ICICI Bank is secured against Motor Car

Type of Loan	Rate of Interest	Maturity Period
Loan for purchase of Motor Car outstaning ₹ 6.54 lakhs was outsanding as on 31st March, 2016	10.49%	15th April, 2017

TOTAL	**4,764.81**	8,248.77

5.2 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	1.14% to 1.92%	May-16 to Mar-17
Post shipment credit in foreign currency	2.01% to 2.63%	Aug-16

Type of Loan	Rate of Interest	Maturity Period
Post shipment credit in foreign currency	2.10% to 2.34%	5th May- 2016 to 26th July -2016

Type of Loan	Rate of Interest	Maturity Period
Pre-shipment credit in foreign currency	3.322% to 5.851%	Oct-15 to Mar -16
Post-shipment credit in foreign currency	3.322% to 5.851%	Oct-15 to Mar -16
Pre-shipment credit in rupee	7.35% to 14.00%	Oct-15 to Mar -16
Post-shipment credit in rupee	7.35% to 14.00%	Oct-15 to Mar -16

(₹ in lakhs)

	Particulars	₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹
6	**TRADE PAYABLES :**			
	i) Dues of Micro, Medium & Small enterprises (*)	**111.03**		70.90
	ii) Others	**6,949.60**		7,035.62
			7,060.63	7,106.52
	TOTAL		**7,060.63**	7,106.52
7	**OTHER CURRENT LIABILITIES :**			
	a) Statutory dues payable		**14.40**	37.98
	b) Accrued salaries and benefits :			
	i) Salaries due to director		**27.28**	9.69
	c) Provisions for expenses		**192.84**	104.40
	e) Unclaimed dividend		**35.84**	22.63
	f) Security Deposit received		**0.50**	0.50
	g) Advance received from clients		**53.01**	65.65
	TOTAL		**323.87**	240.85

(*) DETAILS OF DUES TO MICRO ENTERPRISES AND SMALL ENTERPRISES :

(i)	The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	**111.03**	70.90
(ii)	The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act,2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	**NIL**	NIL

(₹ in lakhs)

Particulars		As at 31.03.2016	As at 31.03.2015
	₹	₹	₹
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act,2006.		**NIL**	NIL
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.		**NIL**	NIL
v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Media Enterprise Development Act,2006.		**NIL**	NIL
8 SHORT TERM PROVISIONS :			
a) Provision for employee benefits :			
i) Provision for Leave	**8.82**		6.03
ii) Provision for Gratuity	**49.56**		26.08
		58.38	32.11
b) Provision for others :			
i) Proposed Dividend	**124.73**		374.19
ii) Provision for Tax on Proposed Dividend	**29.46**		66.66
iii) Provisions for Income Tax	**286.38**		177.07
iv) Provision for Wealth Tax	**-**		1.81
		440.57	619.73
TOTAL		**498.95**	651.84

9 FIXED ASSETS

(₹ in lakhs)

Sr. No.	Description	GROSS BLOCK Cost as on 01.04.2015	Addition	Deduction	Cost As on 31.03.2016	DEPRECIATION As on 01.04.2015	For the Year	Deduction	As on 31.03.2016	NETBLOCK As on 31.03.2016	As on 31.03.2015
A)	**TANGIBLE**										
1	LAND	506.47	-	-	**506.47**	-	-	-	**-**	**506.47**	506.47
2	FACTORY BUILDING	609.23	-	-	**609.23**	482.17	11.62	-	**493.79**	**115.45**	127.07
3	OFFICE PREMISES	1,426.76	0.08	-	**1,426.85**	165.81	61.40	-	**227.21**	**1,199.64**	1,260.95
4	FURNITURE & FIXTURE	293.94	28.39	-	**322.33**	266.62	27.88	-	**294.50**	**27.82**	27.31
5	OFFICE EQUIPMENT	124.16	17.92	0.96	**141.12**	90.46	15.21	0.91	**104.76**	**36.36**	33.70
6	PLANT & MACHINERY	789.30	2.34	0.29	**791.35**	673.41	46.34	0.02	**719.73**	**71.62**	115.89
7	COMPUTERS	68.50	3.33	19.59	**52.24**	63.24	7.17	18.61	**51.80**	**0.44**	5.27
8	VEHICLES	338.14	184.60	138.93	**383.80**	226.09	76.65	113.28	**189.46**	**194.34**	112.05
	TOTAL (A)	4,156.50	236.66	159.78	**4,233.39**	1,967.80	246.28	132.82	**2,081.25**	**2,152.14**	2,188.71
B)	**INTANGIBLE :**										
1	COMPUTER SOFTWARE	99.20	54.12	-	**153.32**	22.94	20.31	-	**43.25**	**110.07**	76.26
	TOTAL (B)	99.20	54.12	-	**153.32**	22.94	20.31	-	**43.25**	**110.07**	76.26
	TOTAL (A+B)	4,255.70	290.78	159.78	**4,386.71**	1,990.73	266.59	132.82	**2,124.50**	**2,262.21**	2,264.97
	PREVIOUS YEAR	5,095.86	130.68	970.84	**4,255.70**	2,463.30	338.99	811.55	**1,990.73**	**2,264.97**	2,632.56

Note: 1. Depreciation includes impairmnet loss of ₹ NIL (Previous year ₹ 27.81 lakhs).

10 NON - CURRENT INVESTMENT (₹ in lakhs)

Particulars	No. of Shares Bonds Units	Face Value	As at 31.03.2016	No. of Shares Bonds Units	As at 31.03.2015
(Long Term Investments)					
In Equity Shares - Unquoted, Fully paid up					
1) Sip Technologies Limited	1891	10	**0.19**	1,891	0.19
2) Suashish Diamonds Ltd	1	10	**0.00**	1	0.00
OTHER THAN TRADE:					
In Equity Shares - Quoted, Fully paid up					
1) Classic Diamonds (I) Ltd	5	2	**0.00**	5	0.00
2) Reliable Ventures Ltd	50000	10	**4.95**	50,000	6.42
3) S B & T International Ltd	1	10	**0.00**	1	0.00
4) Shrenuj & Co Ltd	10	2	**0.00**	10	0.00
5) Titan Industries Ltd	20	1	**0.00**	20	0.00
6) Winsome Diamonds And Jewellery Ltd	1	10	**0.00**	1	0.00
In Units oh Mutual Fund - Quoted, Fully paid up					
1) HDFC FMP 1184D January 2015 (1) Series 33 - Regular - Growth	1000000	10	**100.00**	10,00,000	100.00
2) ICICI Prudential FMP Series 68 - 369 D Plan K Regular Plan - Cumulative	-	10	**-**	93,00,000	930.00
3) Kotak FMP Series 172 - Growth (Regular Plan)	1200000	10	**120.00**	12,00,000	120.00
4) Kotak FMP Series 183 - Growth (Regular Plan)	2500000	10	**250.00**	-	-
5) Reliance Fixed Horizon Fund XXVIII - Series14 - Growth Plan	750000	10	**75.00**	7,50,000	75.00
6) Reliance Capital Builder Fund - Series A - Growth Plan	1000000	10	**100.00**	10,00,000	100.00
7) Reliance Capital Builder Fund II - Series B - Growth	2000000	10	**200.00**	20,00,000	200.00
8) UTI Fixed Term Income Fund - Series XXII - VI (1098 Days) - Growth	4000000	10	**400.00**	-	-
In Bond - Quoted, Fully paid up					
1) 8.20% Tax Free National Highways Authority oh India 10Years Bond	14834	1000	**148.34**	14834	148.34
2) 8.10% Tax Free Housing and Urban Development Corporation Limited 10 Yrs Bond	8676	1000	**86.76**	8676	86.76
3) 8.40% Tax Free Indian Railway hinance Corporation Ltd SR-92 15 Yrs Bond	20000	1000	**200.00**	20000	200.00
4) 7.25% Tax Free Indian Railway hinance Corporation Ltd SR-104 20 Yrs Bond	9060	1000	**90.60**	-	-
5) 7.35% Tax Free Power hinance Corporation Ltd SR 3A 30 Yrs Bond	1284	1000	**12.84**	-	-
In Perherence Shares - Quoted , Fully paid up					
15.99% IL&hS Limited Non Convertible Redeemable Cumulative Preherence Share 16/05/2021	3760	7500	**497.47**	3,760	497.47
In Preherence Shares - Unquoted, Fully paid up					
8.33% Tata Capital Limited Non-Convertible Redeemable Cumulative Preherence Share 18/08/2021	20000	1000	**200.60**	20,000	200.60
In Units oh Mutual Fund - Unquoted					
1) BOI AXA Corporate Credit Spectrium Fund - Regular	1500000	10	**150.00**	15,00,000	150.00
2) JP Morgan India Banking and PSU Debt Fund - Regular - Growth	1500000	10	**150.00**	15,00,000	150.00
3) Kotak Medium Term Fund - Growth	1500000	10	**150.00**	15,00,000	150.00
In Debentures - Unquoted, Fully paid up					
1) Puranik Builders Private Limited-16% NCD (48 Months)	10	1000000	**100.00**	-	-
Note (*) : (NCD rehers to Non Convertible Debentures.)					
In Others					
1) ASK Real Estate Special Opportunities Fund - II	140.000	100000	**126.00**	35	21.00
2) ICICI Prudential Real Estate AIh-I (Alernate Investment Fund) (Pervious Year Face Value Rs 30)	200000.000	65	**130.00**	2,00,000	60.00
3) Kotak Alternate Opportunities (India) Fund	-	-	**137.72**	-	196.67
4) Kotak India Real Estate Fund - IV	2776.115	1000	**27.76**	5916.849	59.17
5) Kshitij Venture Capital Fund	30000.000	337.50	**101.25**	30000	101.25
6) Orios Venture Partners Fund - I	187500.000	100	**187.50**	1,87,500	187.50
TOTAL			**3,746.98**		3,740.36
Aggregate amount of quoted investments			**2,285.97**		2,463.99
Aggregate market value of listed and quoted investments			**2,464.36**		2,711.70
Aggregate amount of unquoted investments			**1,461.02**		1,276.37

(₹ in lakhs)

	Particulars	As at 31.03.2016 ₹	As at 31.03.2015 ₹
11	**LONG - TERM LOANS AND ADVANCES :**		
	(a) Security deposits		
	i) Unsecured, considered good	**36.93**	56.45
	(b) Other loans and advances		
	i) Unsecured, considered good	**-**	-
	TOTAL	**36.93**	56.45

12 CURRENT INVESTMENT

(₹ in lakhs)

	Particulars	No. of Shares	Face Value	As at 31.03.2016 ₹	No. oh Shares	As at 31.03.2015 ₹
	In Equity Shares - Quoted, Fully paid up					
1)	Ajanta Pharma Limited	-	2	-	1,532	13.96
2)	Amara Raja Batteries Limited	-	1	-	2,225	15.27
3)	Asian Paints Limited	-	1	-	2,365	16.43
4)	Astral Poly Technik Limited	-	1	-	3,812	13.81
5)	Bajaj hinance Limited	-	10	-	479	15.12
6)	Dhanuka Agritech Limited	-	2	-	1,551	8.71
7)	Havells India Limited	-	1	-	7,154	20.71
8)	Hero Motocorp Limited	-	2	-	449	11.87
9)	ICICI Bank Limited	-	2	-	5,000	15.77
10)	IDFC Limited	-	10	-	10,000	16.69
11)	Indusind Bank Limited	-	10	-	2,116	18.67
12)	Infosys Limited	20,000	5	-	20,000	-
13)	Kotak Mahindra Bank Limited	-	5	-	1,458	17.38
14)	Lupin Limited	-	2	-	1,237	18.56
15)	Motherson Sumi Systems Limited	-	1	-	4,207	18.10
16)	Page Industries Limited	-	10	-	156	15.78
17)	PI Industries Limited	-	1	-	3,288	15.46
18)	Pidilite Industries Limited	-	1	-	3,635	16.28
19)	Shree Cement Limited	-	10	-	116	11.23
20)	Sun Pharmaceuticals Industries Limited	-	1	-	2,335	20.76
21)	Tata Consultancy Services Limited	-	1	-	727	18.52
22)	Thermax Limited	-	2	-	966	8.66
23)	Titan Industries Limited	-	1	-	3,488	13.56
24)	Yes Bank Limited	-	10	-	2,000	16.33
	In Units of Mutual Fund - Quoted	**No of Unts**			No of Unts	
1)	DSP BlackRock FMP Series 150 - 13 Month - Growth	-	10	-	18,10,000	181.00
2)	ICICI Prudential FMP Series 68 - 369 D Plan K Regular Plan - Cumulative	9300000	10	930.00	-	-
3)	IDFC Fixed Term Plan Series 79 Regular Plan - Growth (390 Days)	-	10	-	30,00,000	300.00
4)	Reliance Fixed Horizon Fund XXV - Series 31- Growth Plan	-	10	-	15,00,000	150.00
	In Units of Mutual Fund - Unquoted	**No of Unts**			No of Unts	
1)	Amit Alpha Fund - Scheme I Series Ambit Alpha Sep 201x5 Sr I opt II	19886	1000	198.86	-	-
2)	Birla SunliFe Cash Plus - Growth - Regular Plan	0	10	-	352152.825	694.70

(₹ in lakhs)

	Particulars	No. of Units	Face Value	As at 31.03.2016 ₹	No. oh Units	As at 31.03.2015 ₹
3)	Birla Sun Lihe Dynamic Bond Fund - Retail - Growth - Regular Plan	**2526145.607**	**10**	**500.00**	2526145.607	500.00
4)	Birla Sun Lihe Saving Fund - Growth - Regular Plan	**186266.538**	**10**	**450.00**	186266.538	450.00
5)	Franklin India Cash Management Account - Growth	**0**	**10**	**-**	137974.995	29.63
6)	Franklin India Corporate Bond Opportunities Fund - Growth	**5874265.618**	**10**	**800.00**	58,74,265.618	800.00
7)	Franklin India Short Term Income Plan - Retail Plan - Growth	**45550.765**	**1000**	**1,245.21**	56,807.863	1,550.00
8)	Franklin India Treasury Management Account Super Institutional Plan Growth	**2278.340**	**1000**	**41.80**	2278.340	41.80
9)	HDFC Mid-Cap Opportunities Fund - Growth	**477001.704**	**10**	**168.00**	4,77,001.704	168.00
10)	ICICI Prudential Value Discovery Fund - Regular Plan - Growth 3	**142423.092**	**10**	**150.00**	1,42,423.092	150.00
11)	ICICI Prudential Flexible Income - Regular Plan - Growth	**770786.560**	**10**	**1,846.45**	718313.434	1,646.64
12)	ICICI Prudential Income - Regular Plan - Growth	**648953.044**	**10**	**280.90**	1,92,013.851	80.90
13)	ICICI Prudential Income Opportunities Fund - Growth	**885232.551**	**10**	**150.00**	0.000	-
14)	ICICI Prudential Liquid - Regular Plan - Growth	**237875.542**	**10**	**431.20**	237875.542	431.21
15)	IDFC Dynamic Bond Fund - Growth - (Regular Plan)	**770649.555**	**10**	**150.00**	-	-
16)	JM Aribitrage Advantage Fund - Bonus Option - Principal Units	**-**	**10**	**-**	50,40,674.408	-
17)	Reliance Banking Fund - Growth Plan - Growth Option	**-**	**10**	**-**	52,718.509	92.66
18)	Reliance Dynamic Bond Fund - Growth Plan	**526837.081**	**10**	**100.00**	-	-
19)	Reliance Income Fund - Growth Plan - Bonus Option	**-**	**10**	**-**	-	-
20)	Reliance Regular Saving Fund - Debt Plan - Growth Plan - Growth Option	**1542194.440**	**10**	**300.00**	-	-
21)	Sundaram Flexi Fund Short Term Plan Bonus	**503363.453**	**10**	**-**	503363.453	-
22)	Sundaram S.M.I.L.E Fund Regular Plan Growth	**-**	**10**	**-**	2,29,269.105	150.00
TO TAL				**7,742.42**		7,774.15

Aggregate amount of quoted investments	**930.00**	988.63
Aggregate market value of listed and quoted investments	**1,428.41**	1,548.57
Aggregate amount of unquoted investments	**6,812.41**	6,785.53

The Following Mutual Fund units has been earmaked against the secured loan taken From bank :

Particulars	Number of Units
Birla Sun Life Dynamic Bond Fund - Retail - Growth - Regular Plan	2526145.607
Birla Sun Life Savings Fund - Growth - Regular Plan	186266.528
Franklin India Corporate Bond Opportunities Fund-Growth	5874265.618
Franklin India Short Term Income Plan -Retail Plan-Growth	38341.180
Franklin India Treasury Management Account Super Institutional Plan-Growth	2278.340
ICICI Prudential Flexible Income - Regular Plan - Growth	557531.120
ICICI Prudential Income Regular Plan Growth	456939.193
ICICI Prudential Liquid - Regular Plan - Growth	237875.542
ICICI Prudential Value Discovery Fund (Regular Plan)	142423.092
Infosys Ltd.	20000.000
Kotak FMP Series 172-Growth- Regular Plan	1200000.000
Reliance Capital Builder Fund- Series A-Growth Plan	1000000.000

(₹ in lakhs)

	Particulars	₹	As at 31.03.2016 ₹	As at 31.03.2015 ₹
13	**INVENTORIES :**			
	i) Raw Materials	**4,528.18**		5,569.95
	ii) Work in Process	**773.72**		248.83
	iii) Finished Goods	**4,890.88**		5,549.74
	iv) Stock of consumable Stores & Spare parts	**24.91**		23.41
			10,217.69	11,391.93
	TOTAL		**10,217.69**	11,391.93

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

14	**TRADE RECEIVABLES :**			
	(Unsecured)			
	a) Outstanding for a period exceeding six months from due date			
	- considered good	**1,086.49**		467.65
	- considered doubtful			
	b) Other Debts-considered good			
	- considered good	**10,551.24**		13,207.73
	- considered doubtful			
			11,637.73	13,675.38
	TOTAL		**11,637.73**	13,675.38
15	**CASH & BANK BALANCE :**			
	Cash On Hand	**24.38**		19.81
	Balance with Bank			
	i) Current Account	**2,519.08**		1,144.81
	ii) EEFC Account	**1,708.69**		855.95
	iii) Fixed Deposit with Banks	**70.43**		66.19
			4,322.58	2,086.76
	TOTAL		**4,322.58**	2,086.76

Balance in current account includes earmarked balance ₹39.14 lakhs (previous year ₹ 22.63 Lakhs).

16	**SHORT TERM LOANS & ADVANCES :**			
	a) Prepaid Expenses	**42.52**		58.37
	b) Balances with government authorities :			
	i) Vat & Service Tax Receivable	**450.94**		405.59
	c) Inter Corporate Deposits	**275.00**		525.00
	d) Others :			
	i) Secured, considered good			
	ii) Unsecured, considered good	**1,181.39**		1,038.67
	iii) Doubtful			
	e) Advance Tax (Net off Provision)	**74.35**		117.88
			2,024.20	2,145.51
	TOTAL		**2,024.20**	2,145.51

(₹ in lakhs)

	Particulars	For the Year Ended 31.03.2016 ₹	For the Year Ended 31.03.2015 ₹
17	**REVENUE FROM OPERATIONS :**		
	a) Sales of Manufactured Goods	**32,092.38**	30,887.43
	b) Sales of Trading Goods	**745.96**	1,106.09
	c) Sale of Services	**164.47**	162.02
	TOTAL	**33,002.81**	32,155.53
	Sale of products comprises :		
	a) Manufactured goods :		
	i) Sales of gold Jewellery	**32,042.32**	30,811.31
	ii) Sales of Silver Jewellery	**49.98**	76.07
	iii) Sales of Other Misc. Products	**0.08**	0.05
		32,092.38	30,887.43
	b) Traded goods :		
	i) Sales of Cut & Polished Diamond	**735.03**	1,102.80
	ii) Sales of Alloy	**-**	-
	iii) Sales Gold	**-**	3.29
	iv) Sales of Findings	**10.88**	-
	v) Sales of Other Misc. Products	**0.05**	-
		745.96	1,106.09
	c) Sales of Services :		
	i) Job work Income	**164.47**	162.02
		164.47	162.02
18	**OTHER INCOME :**		
	a) Dividend income from investments	**49.71**	59.91
	b) Dividend on Shares	**248.89**	19.97
	c) Net gain on sale of current and non current investments	**605.43**	261.78
	d) Interest received on Bond	**6.10**	6.08
	e) Interest Received on Loan	**198.91**	197.02
	f) Net gain on foreign currency transactions and translation	**401.44**	635.99
	g) Misc. Income	**3.00**	19.73
	h) Rent Income	**2.40**	0.00
	i) Profit on sale of Assets	**5.87**	3.94
	j) Credit Balance written back	**2.57**	36.61
	k) Sale of Scrap	**1.02**	-
	TOTAL	**1,525.34**	1,241.03
19	**RAW MATERIALS CONSUMED :**		
	Opening Stock :	**5,569.95**	7,195.16
	Add: Purchases :	**21,284.78**	22,191.01
		26,854.73	29,386.16
	Less : Closing Stock	**4,528.18**	5,569.95
	TOTAL	**22,326.55**	23,816.21

(₹ in lakhs)

Particulars		For the Year Ended 31.03.2016 ₹	For the Year Ended 31.03.2015 ₹
20 CHANGES IN INVESTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE :			
I) Inventories at the end of the year :			
a) Stock in Process	**773.72**		248.83
b) Finished Goods	**4,890.88**		5,549.74
		5,664.60	5,798.57
II) Inventories at the beginning of the year :			
a) Stock in Process	**248.83**		256.22
b) Finished Goods	**5,549.74**		6,142.02
		5798.57	6,398.24
TOTAL		**133.97**	599.67

21 EMPLOYEE BENEFITS EXPENSES :			
WAGES, SALARIES AND OTHER BENEFITS :			
a) Salaries, Wages, Bonus & Ex-gratia		**900.15**	709.11
b) Contribution to E.S.I.C.		**2.66**	2.91
c) Contribution to Provident Fund		**8.20**	7.28
d) Contribution to LIC Group Gratuity Scheme		**22.42**	8.42
e) Workmen & Staff Welfare Expenses		**38.61**	33.35
TOTAL		**972.04**	761.07

21.01 GRATUITY :

The Company makes 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.

(₹ in lakhs)

Assumptions	Gratuity Funded 31st March 2016 ₹	Gratuity Funded 31st March 2015 ₹	Leave Encashment Non Funded 31st March 2016 ₹	Leave Encashment Non Funded 31st March 2015 ₹
Reconciliation of opening and closing balances of the present value of the defined benefit obligation:				
Present Value of obligation as at beginning of year	**26.07**	14.44	**6.03**	14.74
Current service cost	**6.40**	6.05	**3.22**	2.53
Interest cost	**2.00**	1.07	**0.35**	1.02
Actuarial (gain)/loss	**15.72**	5.85	**2.33**	(9.07)
Benefits paid	**(0.64)**	(1.34)	**(3.11)**	(3.19)
Present Value of obligation as at end of the year	**49.56**	26.07	**8.82**	6.03
Change in Plan assets				
Plan assets at period beginning, at fair value	**13.75**	12.24	**-**	-
Expected return on plan assets	**1.18**	1.00	**-**	-
Actuarial (gain)/loss	**0.52**	(0.19)	**-**	-
Contribution	**2.89**	2.03	**3.11**	3.19
Benefits paid	**(0.64)**	(1.34)	**(3.11)**	(3.19)
Plan assets at period end 2013, at fair value	**17.70**	13.75	**-**	-

(₹ in lakhs)

Assumptions	Gratuity Funded 31st March 2016 ₹	Gratuity Funded 31st March 2015 ₹	Leave Encashment Non Funded 31st March 2016 ₹	Leave Encashment Non Funded 31st March 2015 ₹
Fair Value of Plan Assets				
Fair Value of Plan Assets at the beginning of the year	**13.75**	11.49	**-**	-
actual return on plan assets	**1.19**	1.11	**-**	-
Contributions	**2.89**	2.03	**0.03**	0.39
Benefits paid	**(0.64)**	(1.34)	**(2.42)**	(2.00)
Fair Value of Plan Assets at the end of the year	**17.70**	13.67	**-**	-
Funded status	**-**	-	**(3.70)**	(5.44)
Excess of Actual over estimated return	**34.88**	26.96	**-**	-
Reconciliation of present value of the obligation and the fair value of plan assets				
Fair value of plan assets at the end of the period	**45.12**	22.00	**-**	-
Present value of the defined benefit obligation at the end of the period	**(4.81)**	(2.41)	**(3.70)**	(2.39)
Assets/(Liability) recognised in the Balance Sheet	**0.00**	0.00	**-**	(2.98)
Net asset/(liability) recognized in Balance Sheet	**0.00**	0.00	**8.82**	(6.03)
			-	-
Expenses for the year				
Current service cost	**6.40**	6.05	**3.22**	2.53
Interest cost on benefit obligation	**2.00**	1.07	**0.35**	1.02
Expected return on plan assets	**(1.18)**	(1.00)	**-**	-
Net actuarial (gain)/loss recognised in the year	**15.20**	5.29	**2.33**	(12.17)
Total expenses recognised in the Profit and Loss Account	**22.42**	11.40	**5.90**	(8.62)

Assumptions	31st March 2016 Gratuity	31st March 2015 Gratuity	31st March 2016 Leave Encashment	31st March 2015 Leave Encashment
Discount Rate	**7.68%**	7.82%	**9.16%**	7.82%
Employee Turnover	**5.00%**	5.00%	**5.00%**	5.00%
Mortality	1994-96 LIC Mortality Table (Std)			

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

Amounts recognised as an expense:

(i) **Defined Benefit Plan :**

Gratuity includes gratuity cost of ₹ 0.64 lakhs (Previous year ₹ 1.34 lakhs).

Leave Encashment ₹ 3.11 lakhs (Previous year ₹ 3.19 lakhs).

(ii) **Defined Contribution Plan :**

Contribution to Provident Fund is ₹ 8.20 lakhs (Previous year ₹ 7.28 lakhs), ESIC includes ₹ 2.66 lakhs (Previous year ₹ 2.91 lakhs).

(iii) With respect to foreign subsidiaries and Joint Ventures the same has been accounted as per the respective laws in the country of their incorporation.

(₹ in lakhs)

	Particulars	For the Year Ended 31.03.2016 ₹	For the Year Ended 31.03.2015 ₹
22	**FINANCE EXPENSES :**		
	a) Interest on loan	**178.57**	221.16
	b) Stamp Duty	**0.41**	7.68
	TOTAL	**178.98**	228.85
23	**OTHER EXPENSES :**		
	a) Stores & Spares	**91.07**	91.29
	b) Power & Water	**151.78**	136.41
	c) Repairs & Maintenance	**78.70**	48.21
	d) Machinery & Electrical Repairs	**19.63**	11.68
	e) Assortment Labour and Grooving charges	**316.92**	302.59
	f) Insurance	**12.90**	12.01
	g) Other Manufacturing Expenses	**686.58**	697.66
	h) Rent Rates & Taxes	**120.91**	177.63
	i) Donations	**0.27**	4.83
	j) Bank Charges	**59.47**	73.03
	k) Commission on purchase & sales	**258.42**	367.47
	l) Travelling and conveyance	**150.67**	124.69
	m) Telephone charges	**18.98**	22.09
	n) Printing & Stationery	**9.12**	11.68
	o) CSR contribution	**46.75**	43.11
	p) Portfolio Management fees	**9.74**	1.86
	q) Security Transaction Tax	**2.06**	3.00
	r) Discount to Customers	**363.18**	170.80
	s) Selling and distribution expenses	**294.27**	350.24
	t) Bad Debts	**336.85**	60.79
	u) Vehicle Expenses	**15.01**	17.78
	v) Auditors' Remuneration	**5.89**	5.94
	w) General Expenses	**692.81**	580.37
	x) Provision for Diminution in the Value of Investments	**-**	15.03
	TOTAL	**3,741.98**	3,330.19
24	**EXTRAORDINARY ITEMS:**		
	a) Profit / (Loss) on Sale of Fixed Assets	**-**	75.70
		-	75.70

25 The consolidated accounts for the year ended 31st March, 2016 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.

26 The consolidated accounts for the year ended 31st March, 2016 were consolidated on the basis of the audited accounts presented by the Joint Venture, M/s. Goldiam HK Limited.

27 The accounts of Temple Designs LLP have where in one of the subsidiary M/s. Diagold Designs Limited is a designated partner with a profit sharing of 51% in the said LLP been consolidated as per the audited accounts presented and as per the Financial Reporting of Interests in Joint Ventures (AS-27) issued by the Institute of Chartered Accountants of India.

28 The accounts of Joint Venture, Goldiam HK Limited, have been consolidated on the basis of total holding of 49.9638% of which Goldiam International Limited's stake is 49.93% and Diagold Designs Limited's stake is 0.0325% in the paid up equity capital of the Joint Venture. The accounts have been consolidated as per the total holding by the Group as per Financial Reporting of Interests in Joint Ventures (AS-27) issued by the Institute of Chartered Accountants of India.

29 Subsidiaries :

The subsidiary companies considered in the financial statements are :

Name of the Subsidiary	Country of Incorporation	Proportion of ownership interest in (%)	
		2015-16	2014-15
Diagold Designs Limited	India	**50.99%**	50.99%
Goldiam Jewellery Limited	India	**100.00%**	100.00%
Goldiam USA, Inc.	USA	**100.00%**	100.00%

30 Joint Ventures :

The financial statements of the following companies which are in the nature of jointly controlled entities have been consolidated as per AS-27 issued by The Institute of Chartered Accountants of India.

Name of the Company	Incorporated in	Percentage Holding (%)	
		For the Year ended 31.03.2016	For the period ended 31.03.2015
Goldiam HK Limited	Hongkong	**49.96%**	49.96%
(Joint venture of Holding Company)			

The movement in the Group's share of the aggregate post acquisition reserves of Joint Ventures are as follows :

(₹ in lakhs)

	Godiam HK Limited	Godiam HK Limited
	For the year ended 31.03.2016	For the year ended 31.03.2015
Proportionate Reserves and Surplus as at the beginning of the year	**7.62**	1.35
Proportionate Transfer to Reserves	**-**	-
Proportionate surplus/(deficit) in Profit and Loss Account		
(net of transfer to reserves, dividend etc.)	**8.64**	6.27
Proportionate Reserves and Surplus as at the end of the year	**16.25**	7.62

The following are the Group's shares in the contingent liabilities and commitments of ventures in relation to its Joint Venture.

Name of the Joint Venture Company	% of Holding	Capital Commitment	Contingent Commitment
Goldiam HK Limited	49.96%	-	-

In compliance with the Accounting Standard relating to "Financial Reporting of Interests in Joint Ventures" (AS-27) issued by the Institute of Chartered Accountants of India, the Company has interests in the following jointly controlled entity, which is incorporated out of India.

(₹ in lakhs)

Name of the Company & Country of Incorporation	Percentage of Share holdings %	As at year ended 31st March, 2016		For the year ended 31st March, 2015	
		Assets	Liabilities	Income	Expenditure
Goldiam HK Limited, Hong Kong	**49.96%**	**547.19**	**48.66**	775.66	766.33
(Year ended 31st March, 2015)	49.96%	645.25	183.25	795.34	788.72

31 CONTINGENT LIABILITIES NOT PROVIDED FOR :

a) The Group has outstanding performance guarantee of ₹ 2269.90 lakhs as on the Balance Sheet date, executed in favour of Deputy Commissioner of Customs. (Previous year ₹ 2269.90 lakhs)

b) 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.

c) The Group has outstanding demand of Income tax of ₹69.48 lakh (Previous year ₹ NIl lakhs) for the Assessment year 2012-2013 as on the Balance Sheet date. The said demand is outstanding and not provided for as it is disputed in appeal.

d) The Group has executed Bank Guarantee of ₹ 3550 lakhs (Previous year ₹ 3550 lakhs) favouring The Hongkong and Shanghai Banking Corporation Limited

e) Estimated amount of contracts remaining to be executed on Capital Account and not provided for is ₹ NIL lakhs (Previous year ₹ 30.86 Lakhs).

(₹ in lakhs)

	Particulars	2015-16 ₹	2014-15 ₹
32	**VALUE OF IMPORTS ON C.I.F. BASIS :**		
1	Raw Materials	**9,399.84**	8,118.20
2	Consumable Stores	**13.00**	12.10
3	Capital Goods	**26.40**	9.39
33	**EXPENDITURE IN FOREIGN CURRENCY :**		
	Foreign Travels	**47.51**	33.49
	Other Expenses	**111.20**	83.16
34	**REMITTANCE IN FOREIGN EXCHANGE CURRENCY ON ACCOUNT OF DIVIDEND:**		
	Year to which Dividend relates	**2015-16**	2014-15
	No. of Foreign Company	**1**	1
	No. of shares on which remittances were made	**2700000**	2700000
	Net Dividend (₹)	**94.50**	32.40
35	**EARNINGS IN FOREIGN EXCHANGE:**		
	F.O.B.Value of Exports	**22,385.99**	29,245.23

Note : F.O.B Value of exports has been worked after eliminating sales to foreign subsidiaries and Associates.

36 Unhedged foreign currency exposure :

Particulars	31.03.2016		31.03.2015	
	In $ lakhs	**₹ in lakhs**	In $ lakhs	₹ in lakhs
Outstanding Receivables	**$ 160.120**	**10,617.98**	$ 212.813	13,142.83
Outstanding creditors for goods and spares	**$ 98.889**	**6,559.61**	$ 103.017	6,387.26
Exchange Earner's Foreign Currency account with Banks	**$ 26.024**	**1,708.75**	$ 13.890	855.95
Outstanding creditors for spares (EURO)	**0.009**	**0.66**	0.012	0.79
Bill Disconted with the bank				
Outstanding Payable for Packing Credit Loan in Foreign Currency	**$ 23.906**	**1,584.12**	$ 70.167	4,396.06
Post shipment credit in foreign currency with Bank	**$ 29.959**	**1,963.90**	$ 45.106	2,804.31

(₹ in lakhs)

	Particulars	2015-16 ₹	2014-15 ₹
37	**MANAGERIAL REMUNERATION :**		
	i) Salaries	**271.79**	156.83
	iii) Sitting Fees	**7.45**	5.39
	iv) Commission	**26.16**	7.68
		305.40	169.90

38	**EARNING PER SHARE :**		
	Profit after Tax (₹ in Lakhs)	**3,249.69**	2,125.05
	No. of shares outstanding	**24945996**	24945996
	Weighted Average no. of shares + potential shares outstanding	**24945996**	24945996
	Earning per share (Basic) (₹)	**13.03**	8.52
	Earning per share (Diluted) (₹)	**13.03**	8.52

39 RELATED PARTY TRANSACTIONS :

As per Accounting Standard 18, issued by the Institute of Chartered Accountants of India, the disclosures of transactions with related parties as defined in the Accounting Standard are given below:

(a) Related parties and relationship where control exists or with whom transactions were entered into :

1) <u>HOLDING COMPANY</u> :
Goldiam International Limited

2) JOINT VENTURE :
Goldiam HK Limited

4) <u>KEY MANAGERIAL PERSONNEL OF HOLDING COMPANY</u> :
Mr. Manhar R. Bhansali
Mr. Rashesh M. Bhansali

5) <u>KEY MANAGERIAL PERSONNEL OF SUBSIDIARIES</u> :
Mrs. Ami R. Bhansali
Mr. Milan Mehta
Mr. Nirav Mehta
Mr. Nehal Mehta

6) <u>RELATIVE OF KEY MANAGERIAL PERSONNEL</u> :
Miss Tulsi R. Bhansali
Mrs. Nehal Vora

(b) Transactions during the year with related parties:

(₹ in lakhs)

Sr. No.	Nature of Transaction	Key Management Personnel 2015-16	2014-15
i)	Payments to & provisions for Directors' remuneration	**297.95**	164.51
ii)	Salary to relative of Key managerial personnel	**69.08**	-
iii)	Professional Charges	**15.70**	63.19
iv)	Commission Paid	**11.68**	4.50
v)	Purchase of Goods	**1.40**	-
vi)	Sale of Goods	**1.83**	-
a)	Outstanding Receivables as on 31st March, 2016	**1.83**	-
b)	Outstanding Payables as on 31st March, 2016	**29.98**	20.49

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

(₹ in lakhs)

Sr. No.	Nature of Transaction	Current Year	Previous Year
i)	**Payments to & provisions for Directors' remuneration :**		
	Rashesh M. Bhansali	**120.00**	62.71
	Ami R. Bhansali	**110.16**	58.45
	Milan Mehta	**42.00**	3.75
	Nirav Mehta	**9.00**	28.25
	Kunal Vora	**16.79**	11.35
ii)	**Salary to relative of Key managerial personnel**		
	Tulsi Bhansali	**13.52**	-
	Nehal Vora	**55.56**	-
iii)	**Professional Charges :**		
	Tulsi Bhansali	**-**	3.44
	Nehal Vora	**-**	42.25
	Nehal Mehta	**15.70**	17.50
iv)	**Commission :**		
	Nehal Mehta	**11.68**	4.50
v)	**Purchase of Goods :**		
	Sunshine Corporation	**1.40**	
vi)	**Sale of Goods :**		
	Sunshine Coprporation	**1.83**	
	a) Outstanding Receivables as on 31st March,2016		
	Sunshine Corporation	**1.83**	-
	b) Outstanding Payables as on 31st March, 2016		
	Rashesh M. Bhansali	**-**	3.33
	Ami R. Bhansali	**26.16**	4.96
	Tulsi Bhansali	**-**	0.45
	Nehal Vora	**2.70**	10.35
	Kunal Vora	**1.13**	1.40

40 INFORMATION GIVEN IN ACCORDANCE WITH THE REQUIREMENTS OF (AS) 17 ON "SEGMENT REPORTING" :

The Company has identified two reportable segments viz. Jewellery Manufacturing and Investment Activity. Segments have been identified and reported taking into account nature of products and services, the different risks and returns and the internal business reporting systems.

a) 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".

b) 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".

(i) Primary Segment Information : (₹ in lakhs)

	Year to 31.03.2016			
	JEWELLERY	**INVESTMENT ACTIVITY**	**OTHERS (Unallocated)**	**TOTAL**
Segment Revenue	**33,419.11**	**1,109.04**	**-**	**34,528.15**
Segment Results	**3,474.52**	**1,089.01**	**-**	**4,563.53**
Less: unallocated expenses net of unallocated (income)			**(202.91)**	**(202.91)**
Interest expenses (Net)				**178.98**
Profit before tax				**4,181.64**
Depreciation and Amortisation				**266.59**
Non cash expenses other than Depreciation and Amortisation				**-**
Segment Assets	**24,966.92**	**12,866.91**	**4,359.27**	**42,193.10**
Segment Liabilities (excluding Shareholders' Funds)	**13,498.90**	**18.05**	**607.41**	**14,124.36**

(₹ in lakhs)

	Year to 31.03.2015			
	JEWELLERY	**INVESTMENT ACTIVITY**	**OTHERS (Unallocated)**	**TOTAL**
Segment Revenue	32,851.80	529.72	-	33,381.53
Segment Results	2,680.68	509.02	-	3,189.70
Less: unallocated expenses net of unallocated (income)			(186.68)	(186.68)
Interest expenses (Net)				228.85
Profit before tax				2,774.17
Depreciation and Amortisation				338.99
Non cash expenses other than Depreciation and Amortisation				-
Segment Assets	28,118.11	13,081.33	2,115.78	43,315.22
Segment Liabilities (excluding Shareholders' Funds)	16,945.88	20.80	744.07	17,710.75

41 REPORTING AS PER THE REQUIREMENT UNDER SECTION 186 (4) OF THE COMPANIES ACT, 2013 FINANCIAL YEAR 01.04.2015 TO 31.03.2016

Loans and investments covered under Sec.186 of the Companies Act, 2013 form part of the Notes to the financial statements

As regards Corporate Bank Guarantee given by the company in respect of Loans as at 31st March 2016 are as under

(₹ in lakhs)

Sr. No.	Particulars	Current year	Previous Year	Recepient Company	Purpose
1	Corporate Bank Guarantee	-	300.00	Goldiam Jewellery Limited	Obtaining working capital loan from bank for export of jewllery.

42 Consolidated Propotionate share of Joint Venture :

a) Share of interest in Joint Ventures Goldiam HK Limited and Temple Designs LLP is as given below:

(₹ in Lakhs)

	As at 31st March, 2016			As at 31st March, 2015		
	Group	**Joint Ventures**	**Total**	Group	Joint Ventures	Total
I) EQUITY & LIABILITIES :						
1) SHAREHOLDERS' FUNDS :						
(a) SHARE CAPITAL	**2,494.60**	**-**	**2,494.60**	2,494.60	-	2,494.60
(b) RESERVES AND SURPLUS	**25,574.14**	**-**	**25,574.14**	23,109.87	-	23,109.87
2) MINORITY INTEREST	**1,361.54**	**-**	**1,361.54**	1,344.46	-	1,344.46
3) NON-CURRENT LIABILITIES						
(a) LONG - TERM BORROWINGS	**6.11**		**6.11**	-		-
(b) DEFERRED TAX LIABILITY (NET)	**108.46**	**-**	**108.46**	118.31	-	118.31
(c) OTHER LONG TERM LIABILITIES				-		-
(d) LONG - TERM PROVISIONS				-		-
4) CURRENT LIABILITIES				-		
(a) SHORT TERM BORROWINGS	**4,764.81**	**-**	**4,764.81**	8,248.77	-	8,248.77
(b) TRADE PAYABLES	**7,009.31**	**51.32**	**7,060.63**	6,929.02	177.50	7,106.52
(c) OTHER CURRENT LIABILITIES	**323.18**	**0.68**	**323.87**	233.82	7.02	240.85
(d) SHORT - TERM PROVISIONS	**498.95**	**-**	**498.95**	651.84	-	651.84
TOTAL	**42,141.11**	**52.00**	**42,193.11**	43,130.69	184.52	43,315.22
II) ASSETS :						
1) NON - CURRENT ASSETS						
(a) FIXED ASSETS	**2,152.14**	**-**	**2,152.14**	2,188.71	-	2,188.71
(i) TANGIBLE ASSETS	**110.07**	**-**	**110.07**	76.26	-	76.26
(ii) INTANGIBLE ASSETS					-	
(iii) CAPITAL WORK - IN - PROGRESS	**165.12**	**-**	**165.12**	150.12	-	150.12
(iv) INTANGIBLE ASSETS UNDER DEVELOPMENT						
(b) NON - CURRENT INVESTMENT	**3,746.98**	**-**	**3,746.98**	3,740.37	-	3,740.37
(c) DEFERRED TAX ASSETS (NET)	**37.26**		**37.26**	29.59	-	29.59
(d) LONG - TERM LOANS & ADVANCES	**36.93**		**36.93**	56.45	-	56.45
(e) OTHER NON - CURRENT ASSETS	**-**		**-**	-	-	-

(₹ in Lakhs)

	As at 31st March, 2016			As at 31st March, 2015		
	Group	**Joint Ventures**	**Total**	Group	Joint Ventures	Total
2) CURRENT ASSETS						
(a) CURRENT INVESTMENT	**7,742.41**	**-**	**7,742.41**	7,774.15	-	7,774.15
(b) INVENTORIES	**9,824.53**	**393.16**	**10,217.69**	10,863.57	528.35	11,391.92
(c) TRADE RECEIVABLES	**11,456.31**	**181.42**	**11,637.73**	13,503.78	171.60	13,675.38
(d) CASH & BANK BALANCE	**4,319.85**	**2.73**	**4,322.58**	2,081.26	5.50	2,086.76
(e) SHORT - TERM LOANS & ADVANCES	**2,009.52**	**14.69**	**2,024.20**	2,126.05	19.46	2,145.51
(f) OTHER CURRENT ASSETS		**-**				
TOTAL	**41,601.13**	**592.00**	**42,193.11**	42,590.31	724.91	43,315.22

b) The share of interest in Joint Venture is as given below :

Consolidated Propotionate share of Joint Venture :

Share of interest in Joint Ventures Goldiam HK Limited and Temple Designs LLP is as given below:

(₹ in Lakhs)

	For the year ended 31st March, 2016			For the year ended 31st March, 2015		
	Group	**Joint Ventures**	**Total**	Group	Joint Ventures	Total
I) REVENUE FROM OPERATIONS	**32,213.69**	**789.12**	**33,002.81**	31,258.10	897.43	32,155.53
II) OTHER INCOME	**1,524.98**	**0.36**	**1,525.34**	1,240.49	0.54	1,241.03
III) TOTAL REVENUE (I+II)	**33,738.67**	**789.48**	**34,528.15**	32,498.59	897.96	33,396.56
IV) EXPENSES :-						
COST OF MATERIALS CONSUMED	**21,530.01**	**796.54**	**22,326.55**	22,975.94	840.27	23,816.21
PURCHASES OF STOCK-IN-TRADE	**2,723.80**	**2.61**	**2,726.41**	1,538.36	9.03	1,547.39
CHANGES IN INVENTORIES OF FINISHED GOODS	**-**		**-**	-		-
WORK-IN-PROGRESS AND STOCK-IN-TRADE	**295.37**	**(161.40)**	**133.97**	665.12	(65.45)	599.67
EMPLOYEE BENEFITS EXPENSES	**931.75**	**40.30**	**972.04**	720.04	41.03	761.07
FINANCE COSTS	**178.92**	**0.06**	**178.98**	227.52	1.33	228.85
DEPRECIATION / AMORTISATION	**266.59**	**-**	**266.59**	337.46	1.53	338.99
OTHER EXPENSES	**3,625.69**	**116.27**	**3,741.97**	3,184.11	146.08	3,330.19
	29,552.13	**794.38**	**30,346.50**	29,648.56	973.82	30,622.38
V) PROFIT BEFORE TAX (III-IV)	**4,186.54**	**(4.89)**	**4,181.65**	2,850.03	(75.86)	2,774.17

43 STATEMENT OF PERCENTAGE SHARE OF ASSETS AND PROFITS OF SUBSIDIARIES AND JOINT VENTURE INCLUDED IN CONSOLIDATION :

Name of the Entity in the	Net Assets i.e. total assets minus total liabilites		Share in Profit or Loss after Tax	
	As % of consolidated net assets	Amount (₹ in Lakhs)	As % of consolidated profit or loss	Amount (₹ in Lakhs)
1	2	3	4	5
Parent Subsidaries				
Indian :				
1. Goldiam International Ltd.	**66.87%**	**18,769.50**	**45.80%**	**1,511.99**
2. Goldiam Jewellery Ltd	**25.06%**	**7,032.94**	**49.34%**	**1,628.74**
3. Diagold Designs Ltd	**5.03%**	**1,412.18**	**3.17%**	**104.62**
Foreign :				
1. Goldiam USA Inc.	**1.27%**	**355.61**	**1.42%**	**46.98**
Minority Interests in all Subsidaries Associates (Investment as per the equity method)				
Indian :				
Foreign :				
Joint Ventures (as per proportionate consolidation/ investment as per the equity method)				
Indian :				
Foreign :				
1. Goldiam HK Limited	**1.78%**	**498.51**	**0.26%**	**8.64**
TOTAL	**100.00%**	**28,068.75**	**100.00%**	**3,300.97**

44 During the year under review, against total demand of ₹26.68 lakhs (Previous year ₹75.71 lakhs) the Group has made payment of ₹7.83 lakhs (Previous year ₹19.58 lakhs) under protest and have provided in ₹18.85 lakhs (previous year ₹56.12 lakhs) for the property tax for the period from 01.04.2010 to 31.03.2016.

45 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.

46 The previous year's figures have been regrouped and rearranged wherever necessary to make in compliance with the current financial year.

The notes referred to above form an integral part of these consolidated financial statements

As per our attached report of even date.

For Pulindra Patel & Co.
Chartered Accountants
ICAI Firm Registration No. 115187W

Pulindra M. Patel
Proprietor
Membership No.: 048991

Place : Mumbai
Date : 27th May, 2016

For and on behalf of the Board

Manhar R. Bhansali
Chairman & Mg. Director
(DIN No. 00058699)

Rashesh M. Bhansali
Vice Chairman & Mg. Director
(DIN No. 00057931)

Pankaj Parkhiya
Company Secretary

Darshana Patel
Chief Financial Officer

Place : Mumbai
Date : 27th May, 2016

FINANCIAL INFORMATION OF SUBSIDIARY COMPANIES

Form AOC - I

PART "A": Subsidiaries

1	Sl.No.	1	2	3	
2	Name of the subsidiary	Goldiam Jewellery Limited	Diagold Designs Limited	Goldiam USA, Inc.	
		₹ in Lakhs	₹ in Lakhs	₹ in Lakhs	$ in Lakhs
3	Reporting Currency	INR	INR	INR	USD
4	Share Capital	100.00	399.99	0.00	0.0
5	Reserves & surplus	8,522.79	2,349.00	355.61	5.36
6	Total Assets	13,283.67	5,462.94	5,884.92	88.72
7	Total Liabilities	4,660.88	2,713.95	5,529.31	83.36
8	Investments	1,616.44	38.81	-	-
9	Turnover/Total Income	15,808.60	5,717.73	13,017.18	196.24
10	Profit Before Taxation	2,048.93	164.63	116.44	1.76
11	Provision for Taxation	420.19	60.00	36.98	0.56
12	Exceptional Items	-	-	-	-
13	Profit After Taxation	1,628.74	104.63	79.46	1.20
14	Proposed Dividend	-	-	-	-
15	% of shareholding	100.00	50.99	100.00	
	Country	India	India	USA	USA

As on 31st March, 2016 US$ 1= ₹ 66.3329

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**	**31-03-2016**
2	**Shares of Associate held by the company on the year end**	
	a) No. of shares	5986625
	b) Amount of investment in Associate (₹ in Lakhs)	328.01
	c) Extend of holding %	49.96%
3	**Description of how there is significant influence**	N.A.
4	**Reason why the associate is not consolidated**	N.A.
5	**Networth attributable to shareholding as per latest audited balance sheet**	498.51
6	**Profit/Loss for the year**	9.46
7	**Total Liabilities**	48.68
	a) Considered in Consolidation	449.83
	b) Not Considered in Consolidation	0

This page intentionally left blank

GOLDIAM INTERNATIONAL LIMITED

CIN: L36912MH1986PLC041203
Registered Office: 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: goldiam@vsnl.com | Website: www.goldiam.com

Form No. MGT-11

PROXY FORM

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

29th Annual General Meeting

Name of Member(s):

Registered Address:

Email :

Folio no/Client No:

DP ID:

I/We, being the member(s) of _____ equity shares of Rs.10/- each of the above named company, hereby appoint

1. Name: .....
   Address: .....
   .....

E-mail Id: .....Signature: .....

Or failing him

2. Name: .....
   Address: .....
   .....

E-mail Id: .....Signature: .....

Or failing him

1. Name: .....
   Address: .....
   .....

E-mail Id: .....Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the company, to be held on Tuesday, September 27, 2016 at 11.00 A.M. at TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai-400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	Resolutions	Optional*	
		For	Against
	ORDINARY BUSINESS		
1	Adoption of the Audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Mr. Rashesh M. Bhansali who retires by rotation.		
4.	Ratification of appointment of M/s Pulindra Patel & Co., Chartered Accountants as statutory auditor and to fix their remuneration		
	SPECIAL BUSINESS		
5.	To appoint Ms. Tulsi R. Bhansali as a Director of the Company, liable to retire by rotation.		

Signed this……day of…… 2016.

……..

Signature of Shareholder

Affix ₹1/-
Revenue
Stamp

…….

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. *It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Book-Post

If undelivered, please return to:

GOLDIAM INTERNATIONAL LIMITED
Gems & Jewellery Complex,
SEEPZ, Andheri (East),
Mumbai - 400 096.

GOLDIAM INTERNATIONAL LIMITED
CIN: L36912MH1986PLC041203
Registered Office: 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: goldiam@vsnl.com ● Website: www.goldiam.com

ATTENDANCE SLIP

Sr. No. :

29th Annual General Meeting
(To be handed over at the entrance to the Meeting Hall)

Registered Folio No. / DP ID No./ Client ID No.	
Name and Address of the Shareholder **Joint Holder(s)**	
No. of Shares held	

I/We hereby record my/our presence at the TWENTY NINTH ANNUAL GENERAL MEETING of the Company at TRIBUNE 1' Banquet hall, 6th Floor, Hotel Tunga International, M.I.D.C Central Road, Andheri (East), Mumbai-400 093 on Tuesday, September 27, 2016 at 11.00 a.m.

_____ _____ _____

Member's Folio/DP ID/Client ID No. Member's/Proxy's name in Block Letters Member's/Proxy's Signature

Note:

1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.

ELECTRONIC VOTING PARTICULARS

EVSN Electronic Voting Sequence Number	*Default PAN
160720004	

* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.

Note: Please read the instructions printed under the Note (18) to the Notice of 29th Annual General Meeting dated August 12, 2016. The Voting period starts from September 24, 2016 (9.00 a.m.) and ends on September 26, 2016 (5.00 p.m.). The voting module shall be disabled by CDSL for voting thereafter.