



WINSOME DIAMONDS AND JEWELLERY LIMITED

Registered Office : Ashoka Tower, Kesharba Market - 2, Gotalawadi, Katargam, Surat - 395 004 •Tel. No. 02612535055

NOTICE

Notice is hereby given that the Twenty-Seventh Annual General Meeting of the Members of Winsome Diamonds and Jewellery Limited will be held on Friday, the 27th day of December, 2013 at Mahida Bhawan, Icchanath, Opp. S.V.R. Engineering College, Dumas Road, Surat 395 007 at 12.30 p.m. to transact the following business:

AS ORDINARY BUSINESS:

- 1) To re-appoint M/s. R. C. Reshamwala & Co., Chartered Accountants, Mumbai (Firm Regn. No. 108832W), as the Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

AS SPECIAL BUSINESS:

- 2) To consider and, if thought fit, to pass, with or without modification if any, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Harish R. Mehta who was appointed as an Additional Director by the Board of Directors under the provisions of Section 260 of the Companies Act, 1956 read with Article 147(1) of the Articles of Association of the Company, and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose Mr. Harish R. Mehta as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By order of the Board
For Winsome Diamonds and Jewellery Limited

Place : Mumbai
Date : 30th November, 2013

Asish Narayan
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
- 2) The instrument appointing a proxy must be deposited with the Company at its Registered Office not less than 48 hours before the commencement of the meeting.
- 3) Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- 4) None of the Directors are eligible to be considered as 'Directors liable to retire by rotation at the ensuing Annual General Meeting'.
- 5) With regard to accounts for the 18 months period ended 30.09.2013, the Auditors required certain additional information / confirmation from overseas customers and promoter and other third parties due to which audit could not be completed. Under the circumstances, the accounts could not be adopted, however, as decided at the Board Meeting held on 27.11.2013 (which was adjourned to 30.11.2013), unaudited and un-reviewed accounts were published for the benefit of shareholders and for compliance of statutory requirement. The same can be viewed at our website www.winsomejewellery.com. On receipt of desired information, the auditors will be completing the audit process which is expected to be over within the statutory timeframe.
- 6) Pursuant to Section 154 of the Companies Act, 1956, and in accordance with Clause 15 and 16 of the listing agreement(s), the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 25th December, 2013 to Friday, 27th December, 2013 (both days inclusive) for the purpose of Annual General Meeting.
- 7) The Equity Shares of the Company are compulsorily traded in electronic form with effect from 28th August, 2000. The shareholders who have not yet dematerialized their shares are requested to dematerialize their shares by opening DP Account with nearest Depository Participant at the earliest to avail the benefits of dematerialization.
- 8) Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, dividends for the financial year ended as on 31st March, 2007 and thereafter, which remain unclaimed in the unpaid dividend account for a period of seven years from the date of transfer of the same, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to Section 205C of the Companies Act, 1956.

Information in respect of such unclaimed dividend when due for transfer to the said Fund is given below:

Financial Year Ended	Date of Declaration of Dividend	Date of Declaration of Dividend
31.03.2007 (01.04.2006-31.03.2007)	30.08.2007	30.08.2014
31.03.2008 (01.04.2007-31.03.2008)	26.09.2008	26.09.2015
31.03.2009 (01.04.2008-31.03.2009)	No dividend was declared during the financial year 2008 - 2009	
31.03.2010 (01.04.2009-31.03.2010)	30.09.2010	30.09.2017
31.03.2011 (01.04.2010-31.03.2011)	30.09.2011	30.09.2018

According to the provisions of the Companies Act, 1956 shareholders are requested to note that no claims shall lie against the Company or said Fund in respect of any amounts which were unclaimed and unpaid for a period of seven years from the date that they first became due for payment and no payment shall be made in respect of any such claims.

- 9) In order to provide protection against fraudulent encashment of the warrants, Members holding Share Certificates in physical form are requested to notify any change in their addresses or bank mandates immediately to the Company's Registrar and Transfer Agent, Link Intime India Private Limited, Unit: Winsome Diamonds and Jewellery Limited, C-13 Pannalal Silk Mills Compound, L.B.S. Road, Bhandup (West), Mumbai - 400 078. Phone: (91-22) 25946970. Fax: (91-22) 25946969 / 25962691. E-Mail: rnt.helpdesk@linkintime.co.in, Website: www.linkintime.co.in.
- 10) Non-Resident Indian Shareholders are requested to inform immediately to Company's Registrar and Transfer Agent, Link Intime India Private Limited; if not already informed.
 - a) The change in the Residential status on return to India for permanent settlement.
 - b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
- 11) Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
- 12) Consequent upon the introduction of Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form 2B (which will be made available on request) to the Company's Registrar and Transfer Agent, Link Intime India Private Limited.
- 13) Shareholders/Investors are requested to make all correspondences in connection with registration of transfer of shares, non-receipt of dividend, annual report, change of address, bank mandate, issue of duplicate, split and consolidated share certificate, dematerialization of shares, rematerialization of shares, transmission, transposition, deletion and other grievances etc., by addressing letters directly to the Company's Registrar and Transfer Agent, Link Intime India Private Limited and a copy to the Company at 906/907/908, 9th Floor, The Plaza, Near Dharam Palace, 55, Gamdevi, Grant Road, Mumbai- 400007 quoting their registered folio number or their client ID number with DP ID number to enable the Company to resolve the Shareholders' grievances smoothly and speedily.
- 14) Ministry of Corporate Affairs (MCA) has issued Circular Nos. 17/2011 dated 21.04.2011 and 18/2011 dated 29.04.2011 propagating "Green Initiative", by allowing paperless compliances by serving documents through electronic mode (e-mail). In view of the above, Company proposes to send all future shareholders' communication like Notices, Company's Annual Reports etc. through electronic mode. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We intend using shareholder's e-mail id to send various Notices / Correspondences etc. in future. If your e-mail is not registered with your Depository Participant, kindly register the same at the earliest.

In case you are holding shares in physical mode, please forward your e-mail id to the Company or its Registrars, M/s. Link Intime India Private Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 2:

Mr. Harish R. Mehta was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 16th October, 2013. Mr. Harish R. Mehta will hold office as an Additional Director upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member proposing the candidature of Mr. Harish R. Mehta for the office of the Director of the Company under the provisions of Section 257 of the Companies Act, 1956.

Mr. Harish Mehta is a Non-Executive Director of the Company. He is a Graduate and has passed LLB as well as CAIIB. Mr. Mehta was Sr. Manager of Central Bank of India and worked as Internal Auditor for 5 Years. After retirement, worked as an Auditor of Large Corporate Branches of Bank, like OBC, Punjab National Bank & Central Bank of India which deals with Large advances of Corporate Sectors. Presently working as an Auditor of Bank of India, Large Corporate Branch, Ahmedabad. The Directors recommend the Ordinary Resolution for your approval.

None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

All the documents referred to in the accompanying notice shall be available for inspection at the Registered Office of the Company on any working day between 11.00 A.M. and 1.00 P.M. upto the date of the Annual General Meeting and will also be available for inspection at the meeting.

By order of the Board
For **Winsome Diamonds and Jewellery Limited**

Place : Mumbai
Date : 30th November, 2013

Asish Narayan
Company Secretary

WINSOME DIAMONDS AND JEWELLERY LIMITED

Registered Office : Ashoka Tower, Kesharba Market - 2, Gotalawadi, Katargam, Surat - 395 004.

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Shares Held _____

Regd. Folio No. _____ DP ID No. _____ Client ID No. _____

(Name in BLOCK letters) _____

I hereby record my presence at the 27th ANNUAL GENERAL MEETING of the Company held at Mahida Bhawan, Icchanath, Opp. S.V.R. Engineering College, Dumas Road, Surat 395 007 on Friday the 27th December, 2013

Member's/Proxy's Signature

NOTE:

Members/Proxy holder are requested to bring their copy of the AGM Notice with them at the Meeting.

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WINSOME DIAMONDS AND JEWELLERY LIMITED

Registered Office : Ashoka Tower, Kesharba Market - 2, Gotalawadi, Katargam, Surat - 395 004.

PROXY FORM

Shares Held _____

Regd. Folio No. _____ DP ID No. _____ Client ID No. _____

(Name in BLOCK letters) _____

I/We _____ of _____ being a Member/Members of the

above-named Company, hereby appoint _____

of _____ in the district of _____

failing him _____ of _____ in the district of _____

as my/our proxy to vote for me/us and on my/our behalf at the 27th AGM Notice of the Company to be held on Friday the 27th Decembar, 2013 at 12.30 p.m. or at any adjournment thereof.

Signed this _____ day of _____ 2013.

Affix One
Rupee
Revenue
Stamp

NOTE:

The Proxy to be effective should be deposited at the Registered at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

BOOK POST

If undelivered please return to



LINK INTIME INDIA PVT. LTD.
(UNIT : WINSOME DIAMONDS AND JEWELLERY LIMITED)
C 13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai - 400 078.