

WINSOME DIAMONDS AND JEWELLERY LTD

(Formerly Known as Su-Raj Diamonds and Jewellery Ltd.)

**Administrative Office:**

906/907/908, 9th Floor, The Plaza,
Near Dharam Palace, 55, Gamdevi,
Grant Road, Mumbai – 400 007.

Phone : (91-22) 4920 0300

Fax : (91-22) 4920 0333

CIN NO.: L36910CJ1985PLC015915

22nd May, 2014

The Manager
Listing Department
NATIONAL STOCK EXCHANGE OF INDIA LIMITED
Exchange Plaza, C-1, Block - G
Bandra Kurla Complex
Bandra (East)
Mumbai - 400 051

Dear Sir/Madam,

SYMBOL : WINSOMEDJ
SERIES : EQ

Subject: Postal Ballot

This is to intimate that the Board of Directors have decided to make certain modification in the Directors' Report for the 18 months period ended 30th September, 2013 and to seek the approval of the shareholders through the means of postal ballot under section 110 of the Companies Act, 2013. The copies of postal ballot notice and Calendar of Events are annexed herewith for your record.

Kindly acknowledge the receipt.

Thanking you.

Yours faithfully,

For **WINSOME DIAMONDS AND JEWELLERY LIMITED**



Asish Narayan
ASISH NARAYAN
COMPANY SECRETARY

Encls.



WINSOME DIAMONDS AND JEWELLERY LIMITED

Registered Office: Kesharba Market-2, Gotalawadi, Katargam, Surat – 395 004

Administrative Office: 906/907/908, 9th Floor, The Plaza, Near Dharam Palace, 55, Gamdevi, Mumbai – 400 007

POSTAL BALLOT NOTICE

Notice of postal ballot pursuant to Section 110 of the Companies Act, 2013

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 1956, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the Company is seeking consent of its members to pass the proposed resolutions, as an Ordinary Resolutions, as set out below, by means of Postal Ballot.

The relevant Postal Ballot Form, are annexed for your consideration.

The Company has appointed Mr. Alwyn D'Souza, Practicing Company Secretary, (CP No. 5137) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Ordinary Business:

Item of business requiring consent of shareholders through Postal Ballot :

- 1) To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

Modification of Directors' Report for the 18 months period ended 30th September, 2013:

"RESOLVED THAT in continuation of the adoption of Directors' Report forming part of the Annual Report for the 18 months period ended 30th September, 2014 at the adjourned Annual General Meeting held on 31st March, 2014, the Point No. 12.08 of the Directors' Report as appearing on page no. 6 of the said Annual Report and a portion of the Directors' Responsibility Statement (the text of which are reproduced hereinbelow under Portion of Director Report deemed to be deleted) included on the misplaced wisdom placed on Mr. Ramesh Parikh, then Director Finance whose assurance that he would sign the Accounts and Directors Report with his suggestions and that the nominee Director insisted that he would not sign the Accounts unless the Directors Report includes the text placed by Mr. Ramesh Parikh and which was included at the insistence of the outgoing Director- Finance and the Nominee Director, be and are hereby deleted and the modified Directors' Report after the aforesaid deletion be adopted and taken on record.

Portion of Directors Report deemed to be deleted

Point No. 12.08 appearing on page No. 6 of the Annual Report 2012-13

The Promoter & Guarantor (and former Chairman and Managing Director), Mr. Jatin Mehta, has contented, in e-mails to one of the whole-time directors of the company as also in communications to Punjab National Bank that he was not involved in day-to-day management of the company since April 2011. The Board respectfully disagrees with his contentions. Though Mr. Jatin Mehta is not formally on the Board of the company, he had been and is involved in its affairs and all key decisions are subject to his informal concurrence.

Portion of the Directors' Responsibility Statement

(In view of the foregoing, the Board perceives the following as serious impediments so far as going concern status of the company and the accompanying financial statements as reflecting the true and fair view of the statement of affairs and the loss and the cash-flows of the company

- The promoter-guarantor has not responded to the Board's communication with regard to (a) rejoining Board (b) formulating credible action plan for revival of the company's operations.
- The promoter-guarantor has not indicated as to how one proposes to provide for / reimburse the expenses for initiating legal action in Dubai against the defaulting customers.
- The promoter-guarantor is wrongfully attempting to distance himself from the KYC / due diligence / trade references / selection of customers who have been defaulting, which, however, were always his decisions and prerogatives.
- The promoter-guarantor has not been updating the company about steps, if any, that he has been taking for recovery of dues.
- The promoter-guarantor has not indicated timeframe for bringing funds for recommencing company's revenue generating / manufacturing activities.
- As claimed by the banks, the promoter-guarantor and the overseas customers have failed to provide satisfactory explanations in respect of certain observations contained in the report of investigative auditors appointed by the banks.
- The concerned employees are not available for ascertaining reasons for wide variation in the valuation of stock of diamonds held in joint custody with PNB.
- Defaulting UAE customers have not been honoring assurances held out to the representatives of the core group of consortium of banks in Dubai on 23.05.2013 with regard to timeframe for clearance of overdue amounts.
- Inward remittances of less than USD 2.5 million during last 11 months (01.04.2013 to 28.02.2014) are miniscule vis-à-vis outstanding dues as also compared to amounts agreed to be remitted during the FY 2013-14.
- The overseas customers have not responded to Legal Notices served on them by the Company's advocates in October 2013.

- The Board / management is precariously placed and is not in a position to provide the much needed comfort that the auditors need for expressing positive opinion.
- The present crisis, its nature and extent, call for initiation and implementation of strong mitigating factors, however, the board / management, does not have experience and resources to deal with the same and is at the mercy of Mr. Haytham and is dependent on active involvement and commitment of Mr. Mehta.
- ? The company is incurring cash loss and is finding it difficult to discharge its statutory obligations in time.
- ? 8 out of 14 member banks of the Consortium have issued Notices recalling advances whereas 5 banks have issued Notices for Willful Default and a few of them have stated that the company's replies to their notices were not convincing.

However, the Board feels that it can still take a pragmatic view and consider the status of the company as 'going concern' and the accompanying financial statements as reflecting the true and fair view of the statement of affairs and the loss and the cash-flows of the company on the presumptions and assumptions that -

- The promoter-guarantor, Mr. Jatin Mehta, will eventually lend tangible support by joining the Board, bringing funds for resumption of operations, arranging for funds to initiate legal actions against defaulting customers and with his active involvement and commitment in any exercise of revival / restructuring of the company's business.
- Investigations / substantive proceedings / audits that might be carried out overseas either through expert to be appointed through Court in Dubai or by any other agencies will endorse / substantiate claims of overseas customers about genuineness of (a) transactions so far as they relate to exports by the company and (b) loss incurred in commodity and currency transactions.
- The defaulting UAE customers will eventually pay off their entire dues over a reasonable span of time.

While the Board does concede that the above presumptions and assumptions are based entirely on its professional expectations and are not backed by visible intent and demonstrable actions on part of overseas customers and Mr. Mehta, it is of the opinion that in the larger interest of all stakeholders, it probably does not have any option but to take risk of relying on above optimistic presumptions and assumptions for the present.

Accordingly, the financial statements comprising Balance Sheet, Statement of Profit and Loss & Cash-flow Statement are, accordingly, to be construed only as financial / monetary abstracts of the books of accounts wherein entries have been recorded in respect of transactions on the basis of relevant documents. The Board, it may be appreciated, is not in a position to hold out any assurance for action / inaction of Mr. Mehta and the defaulting overseas customers and its impact on realisability of overdue export receivables and going concern status.)"

Registered office:
Kesharba Market-2, Gotalawadi,
Katargam, Surat – 395 004
Date: 15th May, 2014

By Order of the Board of Directors
For **Winsome Diamonds and Jewellery Limited**

Asish Narayan
Company Secretary

Notes:

1. The Company has appointed Mr. Alwyn D.Souza, Practicing Company Secretary, (CP No. 2496), as the Scrutinizer for conducting the Postal Ballot process.
2. The Postal Ballot Form and self addressed business reply envelope are enclosed for use of the Members.
3. The Notice is being sent to all the Members whose names would appear in the Register of Members/ Record of Depositories as on 16.05.2014.
4. Please read carefully the instructions printed on the reverse of the postal ballot form and return the form duly completed in all respects in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer. on or before the close of working hours on 23.06.2014.
5. The Scrutinizer will submit his report to Mr. Jaikumar Kapoor, Director or Mr. Ashish Narayan, Company Secretary after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on 26.06.2014 through Notice Board, Website and Press Advertisement.
6. The voting rights of Shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on 16.05.2014.
7. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during the office hours on all working days between 11.00 A.M and 1.00 P.M.
8. The date of declaration of the postal ballot result will be taken to be the date of passing the Ordinary Resolutions.
9. The results of the postal ballot will published in one English newspaper with nationwide circulation and in one Gujarat Newspaper for the information of member, and will also be informed to the stock exchanges where the equity shares of the Company are listed.
10. In compliance with the provision of Section 110 of the Companies act, 2013 read with Rule 22 of Companies (Management & Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form, E-voting is optional.

The instructions for e-voting are as under:

I. In case of Members' receiving e-mail from CDSL.

- Log on to the e-voting website: www.evotingindia.com and Click `Shareholders` on the home page.
- Select the "Electronic Voting Sequence Number" (EVSN) along with Winsome Diamonds and Jewellery Limited from the

	Details
User – Id	For NSDL – 8 characters DP-ID + 8 digits demat account number. For CDSL – 16 digits demat account number. For shares held in physical form – Registered Folio No.
Password	Your unique password as contained in the e-mail/Postal Ballot Form
PAN	10 digit alphanumeric Permanent Account Number issued to you by Income Tax Department as registered with the Company/CDSL /NSDL. In case the shareholder do not have PAN or have not registered the PAN with the Company. Please use dummy PAN: WDLEV1234Z

- Shareholders holding shares in physical form will be directed to the voting screen.
 - Shareholders holding shares in demat form, who log in for first time, will be required to mandatorily change their password in the new password field and will also have option to enter their demographic details i.e. date of birth, mobile number and e-mail id. The shareholders are advised to remember the new password. The new password can be used for voting on future e-voting resolution(s) for Winsome Diamonds and Jewellery Limited or any other company in India. However if a shareholder holding share in demat form and had logged on to www.evotingindia.com and casted his / her votes for an earlier EVSN of any company, then the existing password needs to be used.
 - Click on the Resolution File Link on voting screen to view the Postal Ballot Notice.
 - On the voting page, select appropriate option to vote for or against each resolution. Option `YES` implies assent to the resolution and `NO` implies dissent to the resolution.
 - Enter number of shares (which represents no. of votes) under each of the headings, of the resolution. The number of shares cannot exceed the number of shares registered in your name as per the records of the Company.
 - Check the details and click `SUBMIT`. On completion of e-voting, a confirmation box will appear. If you wish to confirm your vote, click `OK`, else to change your vote click `CANCEL` and accordingly modify your vote by following procedure explained in (g) and (h) above.
 - Once the e-voting is completed, the shareholders, will not be allowed to modify the vote.
 - Shareholders can log in for any number of times till the e-voting on the resolution is completed or till the end of voting period i.e. 5.00 p.m. Monday, 23rd June, 2014.
 - In addition to the above, the non-individual members (like Corporate, FIIs, Mutual Funds, Banks, Trusts ect.) who opt for e-voting, are also required to submit Board Resolution/Power of Attorney authorizing any person to exercise the Voting Power on their behalf along with their attested specimen signatures. Scanned Copies of such document are required to be sent to Scrutinizer through e-mail at alwyn.co@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. The file containing the said documents should be named as "Member's name (EVSN)", e.g., in case of shareholder company XYZ Ltd., the file containing the authorization documents should be named as "XYZ Ltd. (EVSN)". The documents can be sent before/immediately after casting the vote. However, in case the same do not reach Scrutinizer/CDSL, before closure of voting, the vote so exercised will be rejected in the system.
 - In case you have any queries or issues regarding e-voting, please send your query to helpdesk.evoting@cdslindia.com.
- II. In case of Members' receiving Postal Ballot Form by Post :**
- Initial password, alongwith User ID and E-Voting Event Number is provided in the table given in the Postal Ballot Form.
 - Please follow all steps form Sl. No. (a) to (m) given above to cast your vote.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the "downloads" section of <https://www.evotingindia.com/>.**
- IV. If you are already registered with CDSL for e-voting then you can use your existing ID and password for casting your vote.**
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be use for sending future communication(s).**
- 11. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and other are sent by post, along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Ballot Form from the link <https://www.evotingindia.com/> or www.winsomejewellery.com or seek duplicate Postal Ballot Form from M/s. Link Intime India Privet Limited. Registrar & Share Transfer Agent, Unit: Winsome Diamonds and Jewellery Limited, C-13, Pannalal Silk Mills Compound L.B.S. Marg, Bhandup (West), Mumbai – 400 078 fill in the details and send the same to the Scrutinizer.**
- 12. Kindly note that Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa.**

By Order of the Board of Directors
For **Winsome Diamonds and Jewellery Limited**

Asish Narayan
Company Secretary

Place : Mumbai
Date : 15th May, 2014

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

The Board is concerned about a section/ part of the Directors Report printed in the 27th Annual Report of the company wherein certain points were raised pertaining to certain observations subsequent to devolvement and default of the overseas customers to make payment for the exports effected by the company. As already outlined in the Directors Report, post devolvement the bankers to the company appointed agencies for forensic (Earnst and Young) and investigative audit (Kroll Advisory Solutions) and based on their report made certain allegations on the Board and its promoter. The following points are produced in a nutshell for the shareholders for their ready reference.

- Mr. Jatin Mehta, Promoter, resigned as Managing Director on 19/04/2011. After which he left the shores of India. He later resigned as Chairman and Director on 09/11/2012.
- Mr. Ramesh Parikh, Director Finance and Mr. R Ravichandran, Director Operations inducted on 09/05/2012 as Whole Time Directors subsequent to the resignation of Mr. L R Bhansali, Whole Time Director on 09/05/2012.
- Some of the independent directors left before Mr. Mehta resigned as Chairman and Director.
- All other independent directors on the Board left between 30/03/2013 and 10/06/2013 i.e, after the devolvement.
- Only Mr. Ramesh Parikh and Mr. R Ravichandran, both whole time directors remained on Board.
- The Board was short of quorum and the minimum strength of directorship.
- Mr. S P Tanwar, a bank nominee, inducted on 27/09/2013.
- Mr. Harish Mehta inducted on 16/10/2013.
- Mr. Jaikumar Kapoor and Mr. Harimohan Namdeo inducted on 10/01/2014.

After the resignation of Mr. Mehta as MD the whole time directors were in charge of the operations in their respective capacity. However, Mr. Mehta was available for any guidance whatsoever required. The accounts were finalized for the year 2011-12 without any unforeseen events, i.e, after almost a year after he resigned as Managing Director and were signed by Mr. Ramesh Parikh, Mr. R Ravichandran and Mr. Madan Khurjekar.

The realizations for company's exports were coming regularly. The company published its quarterly results on or before the due dates. The company's performance was not very encouraging but nonetheless it was not a loss making situation till nine months ended December 2012. The last quarter was a catastrophe when the devolvement occurred and suddenly the company was in the red.

Meetings took place with the bankers and satisfactory explanations given for the forensic and investigative audits conducted by the bankers. Since Mr. Mehta was not visiting regularly Board performed its operations with the then existing directors. After the occurring of default by the overseas customers and awaiting, certain clarifications from Mr. Jatin Mehta it was decided, after seeking necessary permission from concerned authorities, to present the 18 month period accounts. As the clarifications with regard to going concern basis and uncertainty with regard to monies expected from export receivables were not available, there was delay in the preparation of the final accounts. The Board met on February 26, 2014 adjourned to February 28, 2014 to finalise the accounts. However, at the end of the meeting the then Finance Director, Mr. Ramesh Parikh, strongly impressed upon the Board to include certain observations, his personal, failing which he shall resign. After much deliberation and coaxing the Board could not convince Mr. Ramesh Parikh to continue. The time was running short as the balance sheet has to be finalized by March 5, 2014 to enable the Board to hold the AGM by 31/03/2014. This prompted the current directors to sign the same without any further delay to meet the schedule for printing and posting.

The Annual General Meeting was held on 31/03/2014.

Later the directors found that certain portion in the director's report, in the 27th Annual Report, signed by them, included certain personal observations by the then Director Finance. There were no concrete ground for making those remarks as Mr. Jatin Mehta was not involved in the day to day activities of the company. Mr. Mehta did assist the company in its efforts to meet the overseas customer/s with the company's representative and also alongwith the bankers to the company when they visited the UAE. He also signed the CDR proposal as guarantor to the Company with the hope that the same will get through. The conditions laid by the CDR committee could not be fulfilled and hence it failed. The company was struggling to file a legal suit due to paucity of funds. The banks rejected the proposal/s sent to them for financing the legal suit. On the assurance of Mr. Mehta that he will arrange to fund the legal suit the company is now going ahead with filing a legal suit in the UAE. As a result of these events the Board feels that the personal observations of Mr. Ramesh Parikh, the then Finance Director need to be looked into. These observations it is felt, since they are purely personal without any firm base/proof, should be deleted from the Annual Report and the same be informed to the shareholders for their updating.

To add onerous preconditions before signing the Directors Report and the Balance Sheet of the company, the Board was not in a position to accede to his request which was made on our misplaced confidence of six years on the Ex-Director Finance. The matter is now referred back to the shareholders to accede to the request of the stand taken now by the Board and request to the shareholders to accept the deletion of the addition made by the Director Finance.

The Board of Directors accordingly recommend the resolution as set out in the accompanying Notice for the approval of the Members as an Ordinary Resolution. Your approval is sought by voting by Postal Ballot in terms of the provisions of section 102 of the Companies Act, 2013, read with the provisions of the Companies (Management and Administration) Rules, 2014.

The promoters and the promoters group are concerned or interested to the extent of their shareholding in the Company.

Kindly return the ballot paper with your assent/dissent.

Registered office:
Kesharba Market-2, Gotalawadi,
Katargam, Surat – 395 004
Date: 15th May, 2014

By Order of the Board of Directors
For **Winsome Diamonds and Jewellery Limited**

Asish Narayan
Company Secretary

INSTRUCTIONS

1. Members desiring to exercise their vote by postal ballot may complete this Postal Ballot Form and send it to the Link Intime India Pvt. Ltd. in the attached pre paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier/registered post at the expense of the Registered Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer co. appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member. Consent received in any other form shall not be considered valid.
4. Unsigned Postal Ballot Forms will be rejected.
5. Duly completed Postal Ballot Forms should reach the Link Intime India Pvt. Ltd. not later than the close of working hours on 23.06.2014. Postal Ballot Form/s received after this date will be strictly treated as if the reply from the Member has not been received.
6. In case of Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
7. Voting rights shall be reckoned on the number of shares registered in the name of the Members on the date of dispatch of the Notice.
8. A Member may request for a duplicate Ballot paper, if so required. All such requests should be addressed to the Company's Registrars & Share Transfer Agents, M/s.Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, L.B.S Road, Bhandup (West) Mumbai- 400078 . It may be noted that the Ballot paper should reach the Scrutinizer on or before the date specified in Instruction no 5 above.
9. A member need not use all his votes, nor does he need to cast all his votes in the same way.
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope shall be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. Only a Member entitled to vote is entitled to exercise his vote through Postal Ballot and a Member having no voting rights should treat this notice as intimation only.

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CIN NO.:L36910GJ1985PLC015915

CALENDAR OF EVENTS

Purpose: Ordinary Resolution for pursuant to Section 110 of the Companies Act, 2013 through Postal Ballot read with Rule 22 of Companies (Management and Administration), Rules 2014

Sr. No.	Particulars	Date
1.	Drafting of the Postal ballot notice u/s 110 of the Companies Act, 2013 Draft Resolution,	05.05.2014 Monday
2.	Obtain consent of the Scrutinizer	05.05.2014 Monday
3.	Date of obtaining consent of the Board by way of Circular Resolution for the following: (i) Approval of the documents drafted as in (1) above. (ii) Appointment of the scrutinizer. (iii) Pass a resolution nominating Mr. Jaikumar Kapoor, CFO & Director and the Company Secretary to be responsible to complete the "Postal Ballot" Process. (iv) Approve the calendar of events.	08.05.2014 Thursday
4.	A copy of the Board resolution along with the calendar of events to be forwarded to the Registrar of Companies.	10.05.2014 Saturday
5.	Print notice, postal ballot forms and arrange for self addressed envelopes (bearing the name and address of the RTA), address slips, etc.	20.05.2014 Tuesday
6.	Complete despatch of notice (names of the shareholders to be ascertained on a date as close as possible to the dispatch date).	22.05.2014, Thursday
7.	Release an advertisement in newspaper giving the date of completion of despatch of the notice and the last date for receipt of the postal ballot forms from the shareholders (30 days from the last date of despatch).	23.05.2014 Friday



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(Formerly Known as Su-Raj Diamonds and Jewellery Ltd.)

CIN NO.:L36910GJ1985PLC015915

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Near Dharam Palace, 55, Gamdevi,
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Phone : (91-22) 4920 0300

Fax : (91-22) 4920 0333

8.	Last date for receipt of postal ballot forms (including assent/dissent by electronic mode).	23.06.2014, Monday
9.	To keep in safe custody of all postal ballot forms in closed envelopes and put the receipt stamps on envelopes as and when these are received till the last date for receiving the postal ballot forms	23.06.2014, Monday
10.	Preparation of Scrutinizer's report and submission of the same to the Chairman by the Scrutinizer	26.06.2014 Thursday
11	Declaration of result	26.06.2014 Thursday
12.	Result to be displayed on the Company's Notice Board and released to the Press	26.06.2014 Thursday
13.	Signing of the Minute Book by the Chairman in which results of the postal ballot is recorded	26.06.2014 Thursday

FOR WINSOME DIAMONDS AND JEWELLERY LIMITED


COMPANY SECRETARY