



27TH ANNUAL REPORT 2014-15

Suashish Diamonds Limited

GENERAL INFORMATION

BOARD OF DIRECTORS

Mr. Ashish R. Goenka	Chairman & Managing Director
Mr. Rajeshkumar R. Kedia	Whole-time Director
Mr. Pawankumar S. Bagla	Whole-time Director
Ms. Adarsh Shamdasani (w.e.f. 25.03.2015)	Whole-time Director
Mr. Kamal R. Gupta	Non - Executive Independent Director
Mr. Nilesh B. Mehta	Non - Executive Independent Director
Mr. Pradeep O. Chirania	Non - Executive Independent Director

COMPANY SECRETARY

Mr. K. V. Gala

SOLICITORS

M/s. Kanga & Co.
Advocates, Solicitors & Notary

STATUTORY AUDITORS

M/s. Suresh Surana & Associates LLP
Chartered Accountants

BANKERS

Axis Bank Limited
Indian Overseas Bank
Central Bank of India
Union Bank of India
Bank of Baroda
Societe Generale Bank

REGISTERED OFFICE

11th Floor, Mehta Mahal
15 Mathew Road
Opera House
Mumbai - 400 004
Tel: 022- 4040 1111 (200 Lines)

REGISTRAR & SHARE TRANSFER AGENT

M/s. Sharepro Services (India) Private Limited
Satam Industrial Estate, 3rd Floor,
Above Bank of Baroda,
Cardinal Gracious Road,
Chakala, Andheri (East),
Mumbai - 400 099.
Tel: 022 - 6722 0300 / 0400

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Notice

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of SUASHISH DIAMONDS LIMITED will be held on Monday, the 31st day of August, 2015 at 11.00 a.m. at Suashish Diamonds Industrial Estate, CTS No. 78-A/6, Plot No. 3, Ground Floor, Dattapada Road, Borivali (East), Mumbai – 400 066 (Route map to the venue of the AGM is given at the end of the Notice) to transact the following business:-

Ordinary Business:

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss Account for the year ended on that date together with the Report of the Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Rajeshkumar Kedia (DIN: 00037159), who retires by rotation and being eligible, offers himself for reappointment.
- 3) To appoint Auditors

To consider and if thought fit, pass without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and as recommended by Audit Committee of the Company the appointment of the Statutory Auditors of the Company, M/s. Suresh Surana & Associates LLP, Chartered Accountants (ICAI Registration No. 121750W) who holds office until the conclusion of the 29th Annual General Meeting to be held in the year 2017, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company.”

Special Business:

- 4) To consider and if thought fit, to pass without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with 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. Adarsh Shamdasani (DIN: 02409437) who was appointed as an Additional Director with effect from 25th March, 2015 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

- 5) To consider and if thought fit, to pass without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any amendments made thereto from time to time and as recommended by Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for appointment of Ms. Adarsh Shamdasani (DIN: 02409437) as the Whole-time Director of the Company for a period of three years with effect from 1st April, 2015 at a remuneration of Rs. 1,00,000/- p.m. in a remuneration grade of Rs. 1,00,000/- p.m. to Rs. 1,50,000/- p.m. inclusive of all benefits, amenities and facilities as per the Company rules with an authority to the Board of Directors to consider and give increment from time to time or on yearly basis and on such terms and conditions as the Board of Directors may approve and decide during the tenure of her appointment.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the currency of tenure of service of Ms. Adarsh Shamdasani as a Whole-time Director of the Company, the aforesaid remuneration be paid to her as a minimum remuneration as provided in Section II of Part II of Schedule V of Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of appointment of Ms. Adarsh Shamdasani including remuneration as the Board of Directors may deem fit and as may be agreed to by Ms. Adarsh Shamdasani, provided however that any revision / increase in remunerations shall not exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments made thereto.

RESOLVED FURTHER THAT Mr. Ashish R. Goenka, Chairman & Managing Director be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution.”

- 6) To consider and if thought fit, to pass without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and any amendments made thereto from time to time and as recommended by Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Rajeshkumar R. Kedia (DIN: 00037159) as Whole-time Director of the Company for a further period of three years with effect from 11th February, 2015 on the following terms of remuneration:

Gross Salary : Rs. 15,000/- p.m. in the scale of Rs. 15,000/- to Rs. 60,000/- p.m.

Provident Fund : Contribution to provident fund as per the rules of the Company for the time being in force

Gratuity : As per the rules of the Company

Such other benefits, amenities and facilities as per the Company rules

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the currency of tenure of service of Mr. Rajeshkumar R. Kedia as a Whole-time Director of the Company, the aforesaid remuneration be paid to him as a minimum remuneration as provided in Section II of Part II of Schedule V of Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of re-appointment of Mr. Rajeshkumar R. Kedia including remuneration as the Board of Directors may deem fit and as may be agreed to by Mr. Rajeshkumar R. Kedia, provided however that any revision / increase in remunerations shall not exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments made thereto.

RESOLVED FURTHER THAT Mr. Ashish R. Goenka, Chairman & Managing Director be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution.”

- 7) To consider and if thought fit, to pass without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V to the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and any amendments made thereto from time to time and as recommended by Nomination and Remuneration Committee, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ashish R. Goenka (DIN: 00022177) as Managing Director of the Company for a further period of three years with effect from 1st September, 2015 on the following terms of remuneration:

Gross Salary : Rs. 4,00,000/- per month or Rs. 48,00,000 per annum; and

Commission : 2% of the net profit

Such other benefits, amenities and facilities as per the Company rules

RESOLVED FURTHER THAT in the event of absence or inadequacy of profit in any financial year during the currency of tenure of service of Mr. Ashish R. Goenka as a Managing Director of the Company, the aforesaid remuneration be paid to him as a minimum remuneration as provided in Section II of Part II of Schedule V of Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of re-appointment of Mr. Ashish R. Goenka including remuneration as the Board of Directors may deem fit and as may be agreed to by Mr. Ashish R. Goenka, provided however that any revision / increase in remunerations shall not exceed the limits specified in Schedule V of the Companies Act, 2013 or any amendments made thereto.

RESOLVED FURTHER THAT Mr. Rajeshkumar Kedia, Whole-time Director be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, expedient and proper for the purpose of giving effect to this resolution.”

For Suashish Diamonds Limited

Ashish R. Goenka
Chairman &
Managing Director

Registered office:

Mehta Mahal, 11th Floor

15 Mathew Road, Opera House

Mumbai – 400 004

CIN: U36900MH1988PLC049085

Dated: 22nd July, 2015

NOTES:

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company 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 member. Proxies in order to be effective must be received by the Company at its Registered Officer not less than 48 hours before the commencement of the Meeting.
- (2) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 pertaining to the business under Item Nos. 4 to 7 set out above Notice is annexed hereto.
- (3) The Register of Members and the Transfer Books of the Company will remain closed for the purpose of Annual General Meeting from Tuesday, the 25th August, 2015 to Monday, the 31st August, 2015, (Both days inclusive).
- (4) Members desiring any information on the Accounts and Operations of the Company are requested to send their queries to the Company at least 7 days before the Annual General Meeting, so that the information can be made available at the Annual General Meeting.
- (5) Members holding Shares in dematerialized mode are requested to intimate all changes pertaining to their Bank details, Mandates, Nominations, Power of Attorney, Change of Address/Name etc. to their Depository Participant only and not to the Company's Registrar and Share Transfer Agents.
- (6) Members holding Shares in physical mode are requested to intimate the above changes to the Company's Registrar and Share Transfer Agent, M/s. Sharepro Services (India) Private Limited, Satam Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai – 400 099.
- (7) Members are requested to bring their attendance slip sent herewith duly filled for attending the meeting and copy of Annual Report to the Meeting.
- (8) Those members who have not claimed Dividend / encashed their Dividend Warrants for the Financial Year 2007-2008 may write/return the time barred Dividend Warrant to the Company for revalidation or issue of Duplicate Dividend Warrants.

Pursuant to the provision of Section 205A and 205C of the Companies Act, 1956, as amended, dividend which remain Unpaid / Unclaimed for a period of seven years from the dates they became due for payment are required to be transferred to the Investor Education and Protection Fund of the Central Government.

It may kindly be noted that once the Unpaid / Unclaimed Dividend is transferred to the Central Government, as mentioned above, no claim shall lie in respect thereof.

- (9) Ministry of Corporate Affairs (MCA), Govt. of India, through its Circular Nos. 17/ 2011 and 18/ 2011 dated 21st April, 2011 and 29th April, 2011, respectively has allowed companies to send official documents to their shareholders electronically, as part of its green initiatives in corporate governance.

In order to keep the spirit of the Circular issued by the MCA, we henceforth propose to send documents like Notice convening the General Meetings, Financial Statements, Directors' Report, Auditors' Report etc. to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you. You may update the email address either by writing to the Company at its Registered Office Address or by email at investorgrievance@suashish.com.

(10) VOTING THROUGH ELECTRONIC MEANS

(A) The instructions for shareholders voting electronically are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

- (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> 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 (v).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 Corporates.
 - 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.
- (B) General Information
- (i) The voting period begins at 9.00 a.m. on Friday, 28th August, 2015 and ends at 5.00 p.m. (17.00 hrs) on Sunday, 30th August, 2015. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th August, 2015; may cast their vote electronically. Once the shareholder casts the vote on a resolution, the shareholder shall not be allowed to change it subsequently.
 - (ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 25th August, 2015.
 - (iii) The Company will also provide facility to its members for voting on Resolutions during the Annual General Meeting.
 - (iv) The Company has appointed, Mr Prashant Diwan, Practising Company Secretary (Membership No. FCS 1403) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (v) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - (vi) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.suashish.com and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared.
 - (vii) 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4 & 5

Ms. Adarsh Shamdasani was appointed as an Additional Director of the Company by the Board of Directors with effect from 25th March, 2015; in terms of Section 161 of the Companies Act, 2013. Ms. Adarsh Shamdasani holds office up to the date of the ensuing Annual General Meeting of the Company. Notice along with the requisite deposits under Section 160 of the Companies Act, 2013 has been received from a member of the Company proposing Ms. Adarsh Shamdasani as a candidate for the office of Director, liable to retire by rotation.

Ms. Adarsh Shamdasani is an experienced Jewellery designer with a qualification of Diploma in Jewellery design and Manufacturing. She has vast experience in the field of Jewellery Designing.

Considering her extensive knowledge and experience in Product Development, the Board of Directors of the Company on recommendation of Nomination and Remuneration Committee appointed Ms. Adarsh Shamdasani as the Whole-time Director of the Company w.e.f. 1st April, 2015 for a period of three years subject to the approval of members at the ensuing Annual General Meeting at a remuneration of Rs. 1,00,000/- p.m. in a remuneration grade of Rs. 1,00,000/- p.m. to Rs. 1,50,000/- p.m. inclusive of all benefits, amenities and facilities as per the Company rules with an authority to the Board of Directors to consider and give increment from time to time or on yearly basis and on such terms and conditions as the Board of Directors may approve and decide during the tenure of her appointment.

The brief profile of Ms. Adarsh Shamdasani is annexed in the Notice.

The Board recommends her appointment as stated in the Resolutions at item no. 4 & 5.

Except Ms. Adarsh Shamdasani, none of the other Directors, KMP or senior management alongwith their relatives are deemed to be concerned or interested in the said resolution.

Item No. 6

The terms of office of Mr. Rajeshkumar Kedia as the Whole-time Director of the Company had expired on 10th February, 2015. Considering his extensive knowledge and vast experience in the industry and on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 3rd February, 2015 have re-appointed Mr. Rajeshkumar

Kedia as a Whole-time Director for a further period of three years with effect from 11th February, 2015 subject to the approval of members at the ensuing Annual General Meeting on the following terms of remuneration:

Gross Salary : Rs. 15,000/- p.m. in the scale of Rs. 15,000/- to Rs. 60,000/- p.m.
Provident Fund : Contribution to provident fund as per the rules of the Company for the time being in force
Gratuity : As per the rules of the Company

Such other benefits, amenities and facilities as per the Company rules

The brief profile of Mr. Rajeshkumar Kedia is annexed in the Notice.

The Board recommends his re-appointment as stated in the Resolutions at item no. 6.

Except Mr. Rajeshkumar Kedia, none of the other Directors, KMP or senior management alongwith their relatives are deemed to be concerned or interested in the said resolution.

Item No. 7

The terms of office of Mr. Ashish R. Goenka as the Managing Director of the Company will expire on 31st August, 2015. Considering his extensive knowledge and vast experience in the industry and on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 30th May, 2015 have re-appointed Mr. Ashish R. Goenka as a Managing Director for a further period of three years with effect from 1st September, 2015 subject to the approval of members at the ensuing Annual General Meeting on the following terms of remuneration:

Gross Salary : Rs. 4,00,000/- per month or Rs. 48,00,000 per annum; and
Commission : 2% of the net profit

Such other benefits, amenities and facilities as per the Company rules

The brief profile of Mr. Ashish R. Goenka is annexed in the Notice.

The Board recommends his re-appointment as stated in the Resolutions at item no. 7.

Except Mr. Ashish R. Goenka and his relative none of the other Directors, KMP or senior management alongwith their relatives are deemed to be concerned or interested in the said resolution.

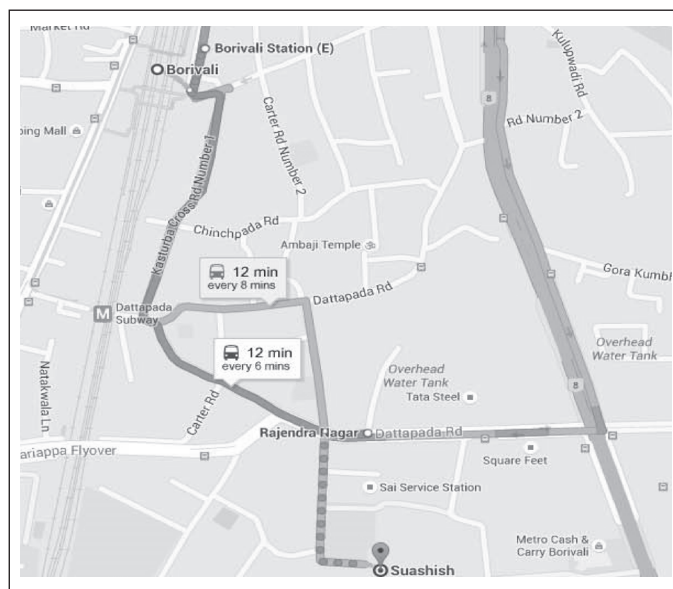
For **Suashish Diamonds Limited**

Ashish R. Goenka
Chairman &
Managing Director

Registered office:

Mehta Mahal, 11th Floor
15 Mathew Road, Opera House
Mumbai – 400 004
CIN: U36900MH1988PLC049085
Dated: 22nd July, 2015

Route map to the venue of the AGM from Borivali Station (East)



Brief profile of Directors being appointed / re-appointed is as under:

Name of the Director	Adarsh Shamdasani	Rajeshkumar Kedia	Ashish R. Goenka
Age	37 years	59 years	45 years
Qualification	Diploma in Jewellery Design and Manufacturing	B. Com	B. Com
Experience	More than 7 years	More than 25 years	More than 20 years
Terms and condition of appointment / re-appointment along with remuneration to be drawn	As mentioned in resolution and explanatory statement	As mentioned in resolution and explanatory statement	As mentioned in resolution and explanatory statement
Date of first appointment	25/03/2015	11/02/1999	01/09/1994
Shareholding in the Company	NIL	NIL	2597448
Relationship with other Directors, Manager and other KMP	NIL	NIL	NIL
No. of Board meeting attended during the year	NIL	4 out of 4	4 out of 4
Directorships of other Board	NIL	Goenka Holdings Pvt. Ltd. Fabulous Holdings Pvt. Ltd. Radiant Holdings Pvt. Ltd. Rapid Holdings Pvt. Ltd. Suashish Finance Limited Goenka Laser House Pvt. Ltd. Suashish Properties Pvt. Ltd. Suashish Realtors Pvt. Ltd. Suashish Diamdeal (India) Ltd. Hari Smriti Properties Pvt. Ltd. Opulent Gems Pvt. Ltd. Atul Textiles Mills Pvt. Ltd. Revival Tradeplace Pvt. Ltd. Athena Jewels Online Pvt. Ltd. Taruvarsh Tradeplace Pvt. Ltd.	Goenka Holdings Pvt. Ltd. Fabulous Holdings Pvt. Ltd. Radiant Holdings Pvt. Ltd. Rapid Holdings Pvt. Ltd. Suashish Finance Limited Goenka Laser House Pvt Ltd. Suashish Properties Pvt Ltd. Suashish Realtors Private Ltd Suashish Diamdeal (India) Ltd Hari Smriti Properties Pvt. Ltd. Opulent Gems Pvt. Ltd. Atul Textiles Mills Pvt. Ltd. Ramesh Goenka Foundation Revival Tradeplace Pvt. Ltd.

Directors' Report

DEAR MEMBERS

Your Directors have pleasure in presenting 27th Annual Report for the financial year 2014-2015 along with Audited Balance Sheet and the Statement of Profit and Loss Account for the year ended on 31st March, 2015.

Financial Results

	Year ended 31.03.2015	(Rupees in Crores) Year ended 31.03.2014
Sales and other income	862.08	743.18
Operating profit before Finance cost and Depreciation	89.49	79.46
Less : Depreciation	4.63	4.03
Less: Finance Cost	3.23	1.77
Profit / (Loss) before exceptional item & tax	81.63	73.66
Add: Exceptional items	-	13.98
Profit / (Loss) after exceptional item and before taxation	81.63	87.64
Tax Expenses		
Current Tax	(16.25)	(18.25)
Deferred Tax	0.09	(0.19)
Prior year tax adjustment (net)	0.36	0.005
Profit / (Loss) after tax	65.83	69.20
Earnings per share (Basic & Diluted) (Rs. in actual)	31.71	33.33

DIVIDEND:

Your Directors do not recommend any dividend on Equity Shares for the year under review with a view to conserve resources. During the year under review, the Company has transferred unclaimed and unpaid dividend of Rs. 96,608/- for the financial year 2006 to Investor Education and Protection Fund. Further, the unclaimed and unpaid dividend for the financial year 2007-2008 is due for transferring to Investor Education and Protection Fund in the month of December, 2015.

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS:

Your Directors wish to present the details of Business operations done during the year under review:

a	Turnover	<ul style="list-style-type: none"> ➤ The total Turnover during the year increased from Rs. 713.28 Crores to Rs. 835.94 indicating increase by 17.20% compared to previous year. ➤ The Turnover of Diamonds increased from Rs. 279.95 Crores to Rs. 412.01 Crores indicating increase by 41.17% compared to previous year. ➤ Similarly, the Turnover of Jewellery increased from Rs. 400.73 Crores to Rs. 423.07 Crores indicating increase by 5.58% compared to previous year.
b	Profit	The profit for the year is Rs. 65.83 Crores compared to previous year's Rs. 69.20 Crores indicating decrease by 4.87% which was due to increase in Finance Cost, Depreciation expenses and man power.
c	Marketing and Future Prospect	The Market is estimated to grow in the next five years.

MATERIAL CHANGES AFFECTING THE NATURE OF BUSINESS AND FINANCIAL POSITION OF THE COMPANY

There were no material changes affecting the nature of business and financial position of the Company during the year under review except voluntary delisting of the Company's Securities from Bombay Stock Exchange w.e.f. 30th June, 2014 which may be deemed to affect the nature of business and financial position.

DELISTING OF COMPANY FROM BOMBAY STOCK EXCHANGE:

The Board of Directors of the Company vide its resolution dated 11th May, 2013 had resolved to voluntarily delist the equity shares of the Company from Bombay Stock Exchange Limited in terms of SEBI (Delisting of Equity Shares) Regulations, 2009. As per Postal Ballot results declared by the Company on 8th July, 2013; the shareholders approved vide special resolution the voluntarily delisting of shares from Bombay Stock Exchange Limited.

Suashish Diamonds Limited

Pursuant to the above, offer letter dated 18th April, 2014 and public announcement made for proposed acquisition of shares by Mr. Ashish R. Goenka (Acquirer) for voluntarily delisting of shares of the Company. Against offer of 2,194,500 equity shares representing 10.57% of the outstanding equity shares of the Company held by the public shareholders of the Company, the acquirer has accepted bid for 1,381,149 equity shares (representing 6.65%) at discovered price / exit price of Rs. 242 per share and acquisition of these shares was made on 26th and 27th May 2014 which led the shareholding of promoter and promoter group to 96.08%. The Company thereafter applied vide its letter dated 27th May, 2014 to Bombay Stock Exchange Limited for final delisting of shares.

Thereafter, the Bombay Stock Exchange vide its Notice No. 20140617-9 dated 17th June, 2014 stating that the Trading in the Equity Shares of the Company will discontinued from 23rd June, 2014 and the Company will be delisted from the Exchange w.e.f. 30th June, 2014.

Further, the Acquirer had issued Exit Offer Letter dated 25th June, 2014 to remaining public shareholders inviting them to tender their Equity Shares at the Exit Price which was remained open from 30th June, 2014 to 30th June, 2015.

As on date the shareholding of promoter and promoter group is 99.05% aggregating 2,05,66,248 Equity Shares out of 2,07,63,300 Equity Shares.

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration), 2014 is furnished in Annexure I to this Report.

NUMBER OF BOARD MEETINGS CONDUCTED

During the year under review, the Company has conducted four Board Meetings on 30th May, 2014; 6th August, 2014; 20th November, 2014 and 3rd February, 2015.

DIRECTOR AND KEY MANAGERIAL PERSONNEL (KMP):

Mr. Rajeshkumar Kedia retires by rotation at the ensuing Annual General Meeting and offers himself for re-appointment.

Ms. Adarsh Shamdasani was appointed as an Additional Director of the Company w.e.f. 25th March, 2015. Pursuant to Section 161 of the Companies Act, 2013, Ms. Adarsh Shamdasani hold office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice alongwith the requisite deposit from the member of the Company for her appointment as Director of the Company. Further Ms. Adarsh Shamdasani was also appointed as Whole-time Director of the Company w.e.f. 1st April, 2015 for a period of three years. The Board of Directors recommends her appointment.

The existing tenure of Mr. Rajeshkumar Kedia as the Whole-time Director had expired on 10th February, 2015. The Board at its meeting dated 3rd February, 2015 has re-appointed Mr. Rajeshkumar Kedia as a Whole-time Director of the Company for a further period of three years w.e.f 11th February, 2015. The Board of Directors recommends his re-appointment.

Similarly, the existing tenure of Mr. Ashish R. Goenka as the Managing Director is expiring on 31st August, 2015. The Board at its meeting dated 30th May, 2015 has re-appointed Mr. Ashish R. Goenka as the Managing Director of the Company for a further period of three years w.e.f 1st September, 2015. The Board of Directors recommends his re-appointment.

Mr. Ashish R. Goenka, Managing Director and Mr. K. V. Gala, Company Secretary were designated as Whole-time Key Managerial Personnel of the Company w.e.f. 6th August, 2014. Mr. Prashant Kumar De was appointed and designated as the Chief Financial Officer and Whole-time Key Managerial Personnel respectively of the Company w.e.f. 20th November, 2014.

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Section 149(6) Companies Act, 2013 read with the Schedules and Rules issued thereunder.

The Composition of the Board of Directors and KMP as on end of the financial year is as under:

- | | |
|----------------------------|--|
| (a) Mr. Ashish R. Goenka | - Chairman & Managing Director (KMP) |
| (b) Mr. Rajeshkumar Kedia | - Whole-Time Director |
| (c) Mr. Pawankumar Bagla | - Whole-Time Director |
| (d) Ms. Adhrash Shamdasani | - Whole-Time Director |
| (e) Mr. Nilesh Mehta | - Director (Non-Executive Independent) |
| (f) Mr. Kamal Gupta | - Director (Non-Executive Independent) |
| (g) Mr. Pradeep Chirania | - Director (Non-Executive Independent) |
| (h) Mr. Prashant Kumar De | - Chief Financial Officer (KMP) |
| (i) Mr. K. V. Gala | - Company Secretary (KMP) |

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a 'going concern' basis; and
- e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

VARIOUS COMMITTEES OF THE BOARD AND THEIR COMPOSITIONS

A] Audit Committee	Mr. Kamal R. Gupta - Chairman Mr. Pradeep Chirania Mr. Rajeshkumar Kedia
B] Nomination Remuneration Committee	Mr. Kamal R. Gupta - Chairman Mr. Pradeep Chirania Mr. Nilesh Mehta Mr. Ashish R. Goenka
C] Stakeholder Relationship Committee	Mr. Kamal R. Gupta - Chairman Mr. Pradeep Chirania Mr. Rajeshkumar Kedia
D] Corporate Social Responsibility Committee	Mr. Rajeshkumar Kedia - Chairman Mr. Ashish R. Goenka Mr. Pradeep Chirania

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Consolidated accounts include the duly audited statement of accounts of Subsidiary Companies of Suashish Diamonds Limited.

Suashish Diamonds (Hong Kong) Limited, Suashish Jewels Inc., Suashish Diamonds (Shanghai) Limited and Suashish Jewels Canada Inc. (Canada) are the non-material, non-listed subsidiary companies of Suashish Diamonds Limited.

Suashish Finance Limited is the non-material and non-listed Associate Company of Suashish Diamonds Limited.

There Company has not entered into any Joint Ventures.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of financial statements of subsidiaries and associate companies in Form AOC 1 is detailed in Annexure II. The Annual Report for 2014-15 does not contain the financial statements of our subsidiaries, where applicable, will be made available on request. These documents will also be available for inspection during business hours at our registered office.

DEPOSITS

The Company has neither accepted nor renewed any deposits from public during the year under review.

STATUTORY AUDITORS

At the Annual General Meeting held on 24th September, 2014; M/s. Suresh Surana & Associates LLP, Chartered Accountant, were appointed as the Statutory Auditor of the Company to hold office till the conclusion of the Annual General Meeting to be held in the year 2017. Pursuant to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. Suresh Surana & Associates LLP, is placed for ratification by the members at the ensuing Annual General Meeting. The Company has received from M/s. Suresh Surana & Associates LLP a certificate to the effect that their proposed ratification, if made will be in accordance with Section 141 of the Companies Act, 2013. The Board recommends the ratification of appointment of statutory auditors.

Basis for Qualified Opinion in the Independent Auditors' Report:

The Members are requested to read Note No. 15 of the Financial Statement which is self explanatory.

SECRETARIAL AUDITORS

The Board has appointed Mr. Prashant Diwan, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith as Annexure III to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of Investments and Loans made under section 186 of the Companies Act, 2013 are detailed in Note No. 13 and 35 of the Financial Statements for the year ended 31st March, 2015. The Company has not given any Guarantees under section 186 during the year 2014-2015.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure IV to this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The Contracts or Arrangements with related parties are done on arm's length and in ordinary course of business which are detailed in Note 35 of the Financial Statements for the year ended 31st March, 2015. The policy of Related Party Transaction is available on Company's website at http://suashish.com/about_policies.html.

DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL

In accordance with Section 178 and other applicable provisions if any, of the Companies Act, 2013 read with the Rules issued thereunder, the Board of Directors at their meeting held on 3rd February, 2015 formulated the Remuneration Policy of your Company on the recommendations of the Nomination and Remuneration Committee. The salient aspects covered in the Remuneration Policy, covering the policy on remuneration of Directors and other matters have been outlined in Annexure V.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided hereunder:

Name & Age	Designation	Remuneration Rs.	Qualification & Experience	Employment since	Last employment	% of shares held
Ashish R. Goenka Age: 45 years	Chairman and Managing Director	1,48,00,000	B.com	01-Sep-1994	NIL	12.50
Kuldip Singh Harnam Singh Lallie Age: 59 years	President-Manufacturing & Marketing	5,50,00,032	B.Sc.	04-Jan-05	NIL	NIL
Jasmeet Kaur Lallie Age: 26 years	Vice President-Marketing	80,00,004	B.M.S	01-May-11	NIL	NIL
Balwant Kaur Age: 59 years	Welfare Officer	60,00,000	Defense force-Nursing	01-Apr-14	Ex-Defense officer (Major)	NIL

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Board on recommendation of Corporate Social Responsibility Committee (CSR Committee) has formulated and adopted, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company. The policy of CSR is available on Company's website at <http://suashish.com> and [about_policies.html](http://suashish.com/about_policies.html) is detailed in Annexure VI.

The Company intended to contribute towards project for cleaning water. However, the Company was not able to find proper site of the project and hence was not able to contribute towards CSR during the year 2014-2015. The Board is in process of identifying the site of the Water cleaning project and hopeful of making contribution in the said project being CSR activity in the current financial year 2015-2016.

VIGIL MECHANISM

The Company has established a Vigil Mechanism Policy for Directors and employees to report their Genuine Concerns. The policy on Vigil Mechanism is available on Company's website at http://suashish.com/about_policies.html and is also detailed in Annexure VII.

RISK MANAGEMENT

The Board of Directors and Senior Management of the Company continuously focus on risks factors and are efficient to tackle various risks. The risk management includes identifying types of risks and its assessment, risk handling and monitoring and reporting.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

SEXUAL HARASSMENT

The Company has setup Sexual Harassment Prevention Committee to redress complaints received regarding Sexual Harassment. During the year 2014-2015, no complaints were received by the Company related to Sexual Harassment.

ACKNOWLEDGEMENT:

The Directors wish to acknowledge the contribution of all the employees of the Company, whose commitment, dedication and hard work contributed to the creditable performance of the Company. The Board also places on record their appreciation of the support of all stakeholders particularly shareholders, customers, suppliers and business partners.

For and on behalf of the Board

Place: Mumbai
Date: 22nd July, 2015

Ashish R. Goenka
Chairman &
Managing Director

ANNEXURE I
FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31.03.2015

[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:

(i) CIN	U36900MH1988PLC049085
(ii) Registration Date	05/10/1988
(iii) Name of the Company	Suashish Diamonds Limited
(iv) Category / Sub-Category of the Company	Company Limited By Shares / India-Non Government Company
(v) Address of the Registered Office and contact details	Mehta Mahal 11 th Floor 15 Mathew Road, Opera House, Mumbai – 400 004
(vi) Whether listed Company, Yes/ No	No (the Company was listed upto 30.06.14)
(vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharepro Services (India) Private Limited Satam Industrial Estate, 3rd Floor, Above Bank of Baroda, Cardinal Gracious Road, Chakala, Andheri (East), Mumbai - 400 099. Tel: 022 - 6722 0300 / 0400

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products /services	NIC Code of the Product/ service	% to total turnover of the company
1	Diamonds	3691	49.29%
2	Jewellery	3211	50.61%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of The Company	CIN/GIN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	Suashish Diamonds (Hong-Kong) Limited	Foreign Company	Subsidiary	100	2(87)(ii)
2	Suashish Diamonds Shanghai Limited	Foreign Company	Subsidiary	100	2(87)(ii)
3	Suashish Jewels Inc.	Foreign Company	Subsidiary	100	2(87)(ii)
4	Suashish Jewels Canada Inc.	Foreign Company	Subsidiary	100	2(87)(ii)
5	Suashish Finance Limited	U65920MH1994PLC077473	Associate	49.68	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	4899000	0	4899000	23.59	6874352	0	6874352	33.11	9.52
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporates	13669800	0	13669800	65.84	13669800	0	13669800	65.84	0
d) Bank/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
SUB TOTAL: (A) (1)	18568800	0	18568800	89.43	20544152	0	20544152	98.95	9.52

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) Foreign									
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0
SUB TOTAL (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	18568800	0	18568800	89.43	20544152	0	20544152	98.95	9.52
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	100	100	0	0	100	100	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
C) Cenntral govt	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
SUB TOTAL (B)(1):	0	100	100	0	0	100	100	0	0
(2) Non Institutions									
a) Bodies corporate									
i) Indian	1134727	2501	1137228	5.48	21662	1701	23363	0.11	-5.37
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	415510	54391	469901	2.26	114523	45691	160214	0.77	-1.49
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	579575	0	579575	2.79	33600	0	33600	0.16	-2.63
c) Others (specify)	7696	0	7696	0.04	1871	0	1871	0.01	-0.03
SUB TOTAL (B)(2):	2137508	56892	2194400	10.57	171656	47392	219048	1.05	-9.52
Total Public Shareholding (B)= (B)(1)+(B)(2)	2137508	56992	2194500	10.57	171656	47492	219148	1.05	-9.52
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	20706308	56992	20763300	100	20715808	47492	20763300	100	0

Suashish Diamonds Limited

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	
1	Ashish R. Goenka	600000	2.89	0	2575352	12.40	0	9.51
2	Ashish R Goenka*	750012	3.61	0	750012	3.61	0	0
3	Ashish R Goenka – Trustee**	686900	3.31	0	686900	3.31	0	0
4	Lavina Ashish Goenka	300000	1.44	0	300000	1.44	0	0
5	Ishan Ashish Goenka	1558088	7.50	0	1558088	7.50	0	0
6	Ananya Ashish Goenka	104000	0.50	0	104000	0.50	0	0
7	Rameshkumar Goenka (HUF)	900000	4.33	0	900000	4.33	0	0
8	Goenka Holdings Pvt Ltd	3371100	16.24	0	3371100	16.24	0	0
9	Radiant Holdings Pvt Ltd	3371000	16.24	0	3371000	16.24	0	0
10	Rapid Holdings Pvt Ltd	3371000	16.24	0	3371000	16.24	0	0
11	Fabulous Holdings Pvt Ltd	3371000	16.24	0	3371000	16.24	0	0
12	Revival Trade Place Pvt Ltd	185688	0.89	0	185688	0.89	0	0
13	Taruvvarsh Tradeplace Pvt Ltd	12	0.00	0	12	0.00	0	0
	Total	18568800	89.43	0	20544152	98.94	0	9.51

*as a partner of Prudent Investment **as a trustee of Mohinidevi Goenka Trust

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

Sr. No.	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during of the year	
			No. of Shares Increase/(Decrease)	% of Total shares of the Company	No. of Shares Shares	% of Total Shares of the Company
	At the beginning of the year		18568800	89.43	18568800	89.43
1	30-05-2014	Transfer	1379349	6.64	19948149	96.07
2	20-06-2014	Transfer	1800	0.01	19949949	96.08
3	15-08-2014	Transfer	552453	2.66	20502402	98.74
4	12-09-2014	Transfer	3355	0.02	20505757	98.76
5	19-09-2014	Transfer	2100	0.01	20507857	98.77
6	30-09-2014	Transfer	2200	0.01	20510057	98.78
7	24-10-2014	Transfer	19031	0.09	20529088	98.87
8	07-11-2014	Transfer	600	0.00	20529688	98.87
9	14-11-2014	Transfer	3591	0.02	20533279	98.89
10	21-11-2014	Transfer	1	0.00	20533280	98.89
11	19-12-2014	Transfer	3187	0.02	20536467	98.91
12	16-01-2015	Transfer	5595	0.03	20542062	98.93
13	13-02-2015	Transfer	1400	0.01	20543462	98.94
14	13-03-2015	Transfer	390	0.00	20543852	98.94
15	20-03-2015	Transfer	300	0.00	20544152	98.94
	At the end of the year		20544152	98.94	20544152	98.94

*Changes are only in shareholding of Mr. Ashish R. Goenka

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

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year					Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	Date	Increase/ (Decrease) in Share-Holding	Reason	No. of shares	% of total shares of the company
1	Religare Finvest Ltd	4,02,408	1.9381	16-05-2014	(4,02,408)	Transfer	-	-
2	Neeta Jatin Jhaveri	2,25,300	1.0851	16-05-2014	(2,25,300)	Transfer	-	-
3	Premier Capital And Securities Pvt Ltd	2,00,000	0.9632	16-05-2014	(2,00,000)	Transfer	-	-
4	SHAIL Investments Private Limited	1,85,113	0.8915	16-05-2014	(1,85,113)	Transfer	-	-
5	Seetha Kumari	1,01,487	0.4888	23-05-2014	(12,900)	Transfer	88,587	0.0621
				30-05-2014	(88,587)	Transfer	-	-
6	Umesh Kantiprasad Poddar	66876	0.3221	02-05-2014	5500	Transfer	72,376	0.3486
				09-05-2014	(72,376)	Transfer	-	-
				23-05-2014	72376	Transfer	72,376	0.3486
				11-07-2014	(72,376)	Transfer	-	-
7	Adhya Finance Private Limited	54,322	0.2616	16-05-2014	(54,322)	Transfer	-	-
8	Nishu Finlease Private Limited	44,000	0.2119	16-05-2014	(44,000)	Transfer	-	-
9	Kantilal M. Vardhan (H.U.F.)	31576	0.1521	16-05-2014	150	Transfer	31,726	0.1528
				20-06-2014	(31726)	Transfer	-	-
10	Globe Capital Market Ltd	28,433	0.1369	18-04-2014	1,675	Transfer	30,108	0.145
				25-04-2014	3,960	Transfer	34,068	0.1641
				02-05-2014	996	Transfer	35,064	0.1689
				16-05-2014	(35064)	Transfer	-	-

V. INDEBTEDNESS

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

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1) Principal Amount	531,161,483	-	8,195,158	539,356,641
2) Interest due but not paid	-	-	-	-
3) Interest accrued but not due	-	-	-	-
Total of (1+2+3)	531,161,483	-	8,195,158	539,356,641
Change in Indebtedness during the financial year				
+ Addition	18,595,320,578	-	-	18,595,320,578
- Reduction	19,303,759,944	-	1,194,580	19,304,954,524
Net change	(708,439,366)	-	(1,194,580)	(709,633,946)
Indebtedness at the end of the financial year				
1) Principal Amount	1,239,600,849	-	7,000,578	1,246,601,427
2) Interest due but not paid		-		
3) Interest accrued but not due	23,422,937	-	620,693	24,043,630
Total of (1+2+3)	1,263,023,786	-	7,621,271	1,270,645,057

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager				Total
		Ashish Goenka	Rajesh Kedia	Pawan Bagla	Adarsh Shamdasani	
1	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	4,800,000	650,936	1,710,980	-	7,161,916
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission					
	– As % of Profit	10,000,000	-	-	-	10,000,000
	– Others, specify	-	-	-	-	-
5	Others:					
	Provident Fund & other Funds	-	10,800	44,640	-	55,440
6	Performance Bonus	-	-	-	-	-
	Total	14,800,000	661,736	1,755,620	-	17,217,356
Ceiling as per the Act		11% of Net Profits of the Company				

B. Remuneration of other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Kamal Gupta	Nilesh Mehta	Pradeep Chirania	
	Independent Directors				
	● Fee for attending board committee meetings	40,000	-	40,000	80,000
	● Commission	-	-	-	-
	● Others	-	-	-	-
	Total (1)	40,000	-	40,000	80,000
	Other Non-Executive Directors				
	● Fee for attending board committee meetings	-	-	-	-
	● Commission	-	-	-	-
	● Others	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)= (1+2)	40,000	-	40,000	80,000
Total Managerial Remuneration (A + B)		Rs. 17,297,356			

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

Sr. No.	Particulars of Remuneration	Name of KMP			Total
		CEO	CS Kushal Gala	CFO Prashant De	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	-	195,429	889,326	1,084,755
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	– As % of Profit	-	-	-	-
	– Others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Provident Fund & other Funds	-	-	-	-
Total (C)		-	195,429	889,326	1,084,755

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF:

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)
A. Company					
Penalty	NIL				
Punishment					
Compounding					
B. Directors					
Penalty	NIL				
Punishment					
Compounding					
C. Other Officers In Default					
Penalty	NIL				
Punishment					
Compounding					

ANNEXURE II
FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART A – Statement containing salient features of the financial statement of Subsidiaries

Sr. No.	1	2	3	4
Name of the subsidiary	Suashish Diamonds (Hong Kong) Limited	Suashish Jewels Inc.	Suashish Diamonds (Shanghai) Limited	Suashish Jewels Canada Inc. Canada
Reporting period	31.03.2015	31.03.2015	31.03.2015	31.03.2015
Reporting currency	US Dollar	US Dollar	RMB	CAD
Exchange rate	61.15000	61.15000	9.87100	53.85930
Share capital	5,000,000	1,294,586	1,655,300	145,000
Reserves & surplus	895,656	665,551	0	-96,257
Total assets	5,952,030	21,054,584	0	490,687
Total Liabilities	56,373	19,097,447	35,000	441,944
Investments	290,000	0	0	0
Turnover	576,711	57,073,771	0	1,899,349
Profit before taxation	-78,112	191,632	0	26,715
Provision for taxation	0	60,042	0	0
Profit after taxation	-78,112	131,590	0	26,715
Proposed Dividend	0	0	0	0
% of shareholding	0	0	0	0

PART B – Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

Name of Associates	Suashish Finance Limited
Latest audited Balance Sheet Date	31.03.2014
No. Shares of Associate held on the year end	3850000
Amount of Investment in Associates	3,85,00,000
Extend of Holding %	49.68%
Description of how there is significant influence	Due to percentage of Shareholding
Reason why the associate is not consolidated	The Group has accounted investments in associates, namely, Suashish Finance Limited under the equity method in the consolidated financial statements, in accordance with Accounting Standard (AS) - 23 'Accounting for Investments in Associates in Consolidated Financial Statements'
Net worth attributable to Shareholding as per latest Audited Balance Sheet	(45,309,255)
Profit / Loss for the year Considered in Consolidation	0
Profit / Loss for the year Not Considered in Consolidation	54,933

ANNEXURE III
SECRETARIAL AUDIT REPORT
Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

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

To

The Members

SUASHISH DIAMONDS LIMITED

Mehta Mahal, 11th Floor

15 Mathew Road, Opera House

Mumbai – 400 004

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SUASHISH DIAMONDS LIMITED** having CIN: U36900MH1988PLC049085 (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

As the Company had opted for Voluntary Delisting in terms of The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and accordingly the Equity Shares of the Company were delisted w.e.f. 30th June, 2014; thus the following regulations and clauses were applicable only for period from 01.04.2014 to 30.06.2014:

- (i) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009
- (iii) Listing Agreement for Equity Shares entered into by the Company with Bombay Stock Exchange (BSE).

As per the explanations given to me in the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations were not applicable to the Company:-

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (ii) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (iv) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; and
- (v) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

Further to report that the Secretarial Standards issued by the Institute of Company Secretaries of India under the Companies Act, 2013 were not notified during the period and hence not verified.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to this report, to the extent applicable.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non – Executive Directors and Independent Directors. 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 generally given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the explanations given to me in the representations made by the management and relied upon by me 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.

As per the explanations given to me in the representations made by the management and relied upon by me, I further report that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs except for voluntary delisting of Company's Equity Shares from Bombay Stock Exchange the sole Stock Exchange w.e.f. 30th June, 2015.

Prashant Diwan
Practising Company Secretary
FCS: 1403 CP: 1979

Date: 22nd July, 2015
Place: Mumbai

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

Annexure "A"

To
The Members
SUASHISH DIAMONDS LIMITED
Mehta Mahal, 11th Floor
15 Mathew Road, Opera House
Mumbai – 400 004

My 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. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
- 4) Where ever required, I 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, Specific and other applicable laws, rules, regulations, standards is the responsibility of management. My 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.

Prashant Diwan
Practising Company Secretary
FCS: 1403 CP: 1979

Date: 22nd July, 2015
Place: Mumbai

ANNEXURE IV
CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy:-

- a) Improvisation and continuous monitoring of Power Factor and replacement of weak capacitors by conducting periodical checking of capacitors.
- b) The Company has endeavored to optimize the use of energy resources and taken adequate steps to avoid wastage and use latest production technology and equipment.
- c) Though the Company is making adequate use of energy resources it is looking forward to setup necessary energy conservation equipments in near future.
- d) The Company is actively pursuing independent renewable energy projects in solar, wind and biomass.

Technology Absorption:-

- a) The Company continues to use the latest technologies for improving the productivity and quality of its services and products.
- b) Research & Development (R&D): The Company carries out R&D in several areas like developing new range of products, Kerfing, Bruiting and Sawing techniques and other manufacturing process etc.
- c) Technology Absorption, Adaptation and Innovation: The Company has not imported any technology.

Foreign exchange earnings and Outgo:-

	2014-2015 Rs.	2013-2014 Rs.
Earnings	6,693,960,774	4,285,735,699
Outgo	27,054,869	93,046,622

ANNEXURE V
REMUNERATION POLICY

OBJECTIVE

The objective of the remuneration policy of Suashish Diamonds Limited (“SDL”) is to attract, motivate and retain qualified and expert individuals that the company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognizing the interests of SDL’s stakeholders.

THE NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee (“Committee”) is responsible for formulating and making the necessary amendments to the Remuneration Policy for the Directors, KMP and Senior Executives of SDL from time to time.

REMUNERATION FOR NON-EXECUTIVE DIRECTORS

Non-Executive Directors (“NED”) are remunerated by way of Sitting Fee for each meeting of the Board/ Committees of the Board attended by them and/or an annual commission on the profits of the Company. Commission to respective NED is determined on the basis of objective criteria discussed and agreed upon by the Committee Members unanimously.

REMUNERATION FOR EXECUTIVE DIRECTORS, KEY MANAGERIAL PERSONNEL (KMP) AND SENIOR EXECUTIVES

The following elements are taken into consideration for determining the Remuneration of Executive Directors, KMP and Senior Executives:

- The remuneration policy reflects a balance between the interests of SDL’s main stakeholders as well as a balance between the Company’s short-term and long-term strategy. SDL strives for a high performance in the field of sustainability and aims to maintain a good balance between economic gain, respect for people and concern for the environment.
- To ensure that highly skilled and qualified KMP/Senior Executives can be attracted and retained, SDL aims for a total remuneration level that is comparable to skills of the employee.
- In designing and setting the levels of remuneration for the Directors, KMP and Senior Executives, the Committee also takes into account the relevant statutory provisions and provisions of the corporate governance regulations, societal and market trends and the interests of stakeholders.

Total Compensation (TC)

The total compensation of the Executive Directors and Senior Executives consists of the following components:

1. Base salary
2. Variable income – (Subject to negotiation with the employee).
 - Commission
 - Annual Performance Pay (APP)
 - Performance-related Long-Term Incentive Plan (LTIP)

Base salary –

On joining the Company, the Executive Directors, KMP and Senior Executives receive a base salary comparable to the peer group. Every year, base salary levels are reviewed by the Committee.

Variable income –

The variable income part of remuneration consists of Commission, APP and LTIP. The distribution between Commission, APP and LTIP for (on target) performance aims to achieve a proper balance between short-term result and long-term value creation. The parameters relating to the various elements of the variable income part of the remuneration are established and where necessary adjusted by and at the discretion of the Committee, taking into account the general rules and principles of the remuneration policy itself.

The targets are determined each year by the Committee in consultation with the respective Director/KMP / Executive, based on historical performance, the operational and strategic outlook of the Company in the short term and expectations of the Company’s management and stakeholders, among other things. The targets contribute to the realization of the objective of long-term value creation.

REMUNERATION FOR OTHER EMPLOYEES

Remuneration of middle and lower level employees of the Company consists entirely of fixed pay which is reviewed on an annual basis. Increase in the remuneration of employees is effected based on an annual review taking into account performance of the employee and the performance of the Company also.

REMUNERATION FOR WORKMEN

Remuneration of workmen employed in the factories of the Company consists of fixed pay and performance incentives, which is negotiated and agreed upon on periodical basis. Increase in the remuneration of workmen is effected based on a review of performance of the Company and increase in the general price levels / cost of living index, etc.

ALIGNMENT OF REMUNERATIONS

The Committee strives to achieve that the remunerations of the Directors, Senior Executives, Middle and lower level employees of SDL are aligned to each other based on the skills.

TERM OF APPOINTMENT

The term of appointment of the Executive Directors is generally for a period of 3 years and renewed for similar periods from time to time, whereas the term of the other employees, generally is upto the age of superannuation. However the Company may also appoint consultants for shorter periods on need basis.

POST RETIREMENT BENEFITS

All the Executive Directors and employees are entitled to retirement benefits such as provident fund, superannuation fund and gratuity.

ANNEXURE VI
CORPORATE SOCIAL RESPONSIBILITY

OUR CSR VISION

Through sustainable measures, actively contribute to the Social, Economic and Environmental Development of the community in which we operate ensuring participation from the community and thereby create value for the nation.

OUR CSR MISSION

Ensuring socio-economic development of the community through different participatory and need- based initiatives in the best interest of the poor and deprived sections of the society so as to help them to become SELF-RELIANT and build a better tomorrow for themselves.

Ensuring environmental sustainability through ecological conservation and regeneration, protection & re growth of endangered plant species, and promoting biodiversity.

OUR ACTIVITIES

The CSR activities we pursue will be in line with our stated Vision and Mission, focused not just around our plants and offices, but also in other geographies based on the needs of the communities.

The CSR activities may include -

- a) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
- b) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- c) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups
- d) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
- e) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- f) measures for the benefit of armed forces veterans, war widows and their dependents;
- g) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
- h) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- i) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government
- j) rural development projects
- k) slum area development
- l) such other activities as the Board may consider to be appropriate.

OUR APPROACH TO IMPLEMENTATION

We will strive to implement the aforesaid CSR activities on our own to the extent possible. At the same time, we recognize need to work in partnership with other players also. This would include:

- a) Contributing and Collaborating with various organization, which are registered as a Trust or a section 8 company under the Companies Act, 2013 or Society or NGOs or any other form of entity incorporated in India, by company or otherwise, that specialize or undertake one or more activities as above or has an objective mandated by their management to do such activities in the aforesaid activities.
- b) Contribution to various funds which are aligned with our Vision and Mission e.g.
 - i. Prime Minister's National Relief Fund
 - ii. Any other fund set up by the Central Government for :
 - socio-economic development and relief.
 - for the welfare of Scheduled Castes, the Scheduled Tribes, other Backward classes, minorities and women.
- c) Collaborating or pooling resources with other companies to undertake aforesaid CSR activities.

CSR FUNDS

The corpus for the purpose of carrying on the aforesaid activities would include the followings:

- a) 2% of the average Net Profit made by the Company during immediately preceding three Financial Years.
- b) surplus arising out of CSR activities carried out by the company and such surplus will not be part of business profit of the company.
- c) such amount as decided by the Board.

MONITORING

The CSR committee is authorised to continuously monitor the CSR Activities and submit its report to the Board on half yearly basis.

ANNEXURE VII
VIGIL MECHANISM POLICY

PREAMBLE

Section 177 of the Companies Act, 2013 requires company to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel (“the Code”), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

POLICY OBJECTIVES

The Vigil Mechanism aims to provide a channel to the Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

DEFINITIONS

“Protected Disclosure” means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

“Subject” means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.

“Vigilance Officer/Vigilance Committee or Committee” is a person or Committee of persons, nominated/appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

“Whistle Blower” is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

SCOPE

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place/ suspected to take place involving:

1. Breach of the Company’s Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws/regulations
6. Gross or Wilful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data/records
8. Pilferation of confidential/propriety information
9. Misappropriation of Company funds/assets

ELIGIBILITY

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

PROCEDURE

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the

Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy” or sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under:-

Name and Address – Mr. Vikas Mehta

President – Accounts & Administration

Email- vikas.mehta@suashish.com

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

INVESTIGATION

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company/ Committee constituted for the same /an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

DECISION AND REPORTING

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

CONFIDENTIALITY

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimisation of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

DISQUALIFICATIONS

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

COMMUNICATION

Directors and Employees shall be informed of the Policy by publishing on the website of the Company.

RETENTION OF DOCUMENTS

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and employees unless the same is not communicated in the manner described as above.

Independent Auditors' Report

To,
the Members of
SUASHISH DIAMONDS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Suashish Diamonds Limited ("the Company"), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss, the 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 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' 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 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 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis of for our qualified audit opinion.

Basis for Qualified Opinion:

Valuation of inventories of polished diamonds is in accordance with the industry practice though not consistent with Accounting Standard (AS)-2 'Valuation of Inventories' for the reasons mentioned in note 15, the impact of which on the profit for the year, reserves and surplus and inventories as at 31 March 2015 could not be ascertained.

Qualified Opinion:

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) Except for the possible effect of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as, it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
 - d) Except for the possible effects of the matter described in the basis of Qualified Opinion paragraph, in our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
 - f) On the basis of written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015, from being appointed as a director in terms of Section 164(2) of the Act;
 - g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 27 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **Suresh Surana & Associates LLP**
Chartered Accountants
ICAI Registration No.: 121750W / W-100010

(Nirmal Jain)
Partner
Membership No. 034709

Place: Mumbai
Dated: 22nd July, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1. a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- b) Fixed assets have been verified by the management in accordance with a phased programme of verification, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets, though all the assets were not verified by the management during the year. No material discrepancies were noticed on such verification.
2. a) According to information and explanations given to us, the inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material and the same have been properly dealt with in the books of account.
3. a) According to information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act except for interest free unsecured loans granted to 6 parties during the current year. The maximum amount involved during the year was Rs.1,855,800 and year-end balance was Rs. Nil.
- b) In our opinion and according to information and explanation given to us, in respect of loan given, there is no fixed repayment schedule.
- c) According to information and explanation given to us, there is no overdue amount of loan of more than rupees one lakh.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have neither been informed nor have we observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder during the year. Accordingly, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
6. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (cost records and audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
7. (a) According to the information and explanation given to us, the Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues as applicable with the appropriate authorities. No undisputed amounts payable in respect of aforesaid statutory dues were outstanding as on the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, customs duty, wealth tax, excise duty, value added tax and cess, which have not been deposited on account of any dispute with the relevant authorities except disputed income tax, sales tax, service tax and custom duty dues which have not been deposited as at 31 March 2015 are as under:

Name of the statute	Amount Rs.	Accounting Period to which it relates	Forum where dispute is pending
Income Tax Act, 1961	750,193	2004-05	Supreme Court
Income Tax Act, 1961	1,892,667	2005-06	Appellate Tribunal
Income Tax Act, 1961	1,447,591	2007-08	Appellate Tribunal
Income Tax Act, 1961	2,714,602	2008-09	Appellate Tribunal
Income Tax Act, 1961	2,397,390	2009-10	CIT Appeals
Bombay Sales Tax Act	1,759,650	1993-94	Appellate Tribunal
Bombay Sales Tax Act	432,245	1994-95	Appellate Tribunal
Bombay Sales Tax Act	52,880	1995-96	Deputy Commissioner of Sales Tax Appeals IV
The Maharashtra Value Added Tax, 2002	2,830,890	2005-06	Sales Tax Officer (C-811)
The Maharashtra Value Added Tax, 2002	10,742,687	2008-09	Joint Commissioner of Sales Tax (Appeals) II
Central Sales Tax Act	1,718,109	2005-06	Sales Tax Officer (C-811)
Central Sales Tax Act	4,082,419	2008-09	Joint Commissioner of Sales Tax (Appeals) II
Finance Act 1994 – Service tax	27,552,539	2006-07 to 2010-11	Commissioner Service Tax
Finance Act 1994 – Service tax	563,726	2013-14	Additional Commissioner of Service Tax –II
Customs Act, 1962	2,593,013	2011-12	Additional Director – DRI

- (c) According to the information and explanations given to us, there are no amount that are due to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
8. The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
 9. Based on audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to banks. The Company does not have any borrowings from the financial institutions or by way of debentures.
 10. According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks or financial institutions. Accordingly, the paragraph 3 (x) of the Order is not applicable to the Company.
 11. The Company has not raised any term loan during the financial year.
 12. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such cases by the management.

For Suresh Surana & Associates LLP
Chartered Accountants
ICAI Registration No.: 121750W / W-100010

(Nirmal Jain)
Partner
Membership No. 034709

Place: Mumbai
Dated: 22nd July, 2015

Balance Sheet

As at 31 March, 2015

Particulars	Note No.	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	208,120,500	208,120,500
Reserves and surplus	4	9,077,704,838	8,419,315,940
		<u>9,285,825,338</u>	<u>8,627,436,440</u>
Non-current liabilities			
Deferred tax liabilities (Net)	5	20,744,318	21,693,619
Other long term liabilities	6	4,935,979	4,666,251
Long-term provisions	7	7,953,311	5,037,008
		<u>33,633,608</u>	<u>31,396,878</u>
Current liabilities			
Short-term borrowings	8	1,239,600,850	531,161,483
Trade payables	9	1,593,600,007	481,275,528
Other current liabilities	10	33,156,348	56,759,578
Short-term provisions	11	468,230	21,564,899
		<u>2,866,825,435</u>	<u>1,090,761,488</u>
TOTAL		<u>12,186,284,381</u>	<u>9,749,594,806</u>
ASSETS			
Non-current assets			
Fixed assets			
(i) Tangible assets	12	266,987,409	304,781,520
(ii) Intangible assets	12	11,876,939	8,835,347
(iii) Capital work-in-progress		7,901,491	10,482,551
Non-current investments	13	7,179,654,956	5,793,892,280
Long-term loans and advances	14	41,803,400	83,058,779
		<u>7,508,224,195</u>	<u>6,201,050,477</u>
Current assets			
Inventories	15	972,788,519	377,476,515
Trade receivables	16	1,960,375,541	2,009,241,250
Cash and bank balances	17	1,655,207,681	1,013,067,886
Short-term loans and advances	18	65,774,767	120,229,464
Other current assets	19	23,913,678	28,529,214
		<u>4,678,060,186</u>	<u>3,548,544,329</u>
TOTAL		<u>12,186,284,381</u>	<u>9,749,594,806</u>

Significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

On behalf of the Board of directors

For **SURESH SURANA & ASSOCIATES LLP**
Chartered Accountants

Ashish R. Goenka

Chairman & Managing Director

Rajesh R. Kedia

Wholetime Director

(Nirmal Jain)**Prashantkumar De**

Chief Financial Officer

Partner

Kushal V. Gala

Company Secretary

Membership No.: 034709

Mumbai; Dated: 22nd July, 2015Mumbai; Dated: 22nd July, 2015

Statement of Profit and Loss Account

For the year ended 31 March, 2015

Particulars	Note No.	Current Year 31/03/2015 (Rs.)	Previous Year 31/03/2014 (Rs.)
Revenue from operations	20	8,359,387,008	7,132,779,760
Other income	21	261,439,764	299,004,467
Total Revenue		8,620,826,772	7,431,784,227
Expenses:			
Cost of materials	22	7,042,088,334	5,359,996,174
Changes in inventories of finished goods, traded goods and work-in-progress.	23	(175,261,309)	595,227,751
Employee benefits expense	24	264,253,282	147,960,831
Finance costs	25	32,298,036	17,707,980
Depreciation and amortisation expense		46,315,407	40,318,526
Other expenses	26	594,748,732	533,928,866
Total expenses		7,804,442,482	6,695,140,128
Profit before exceptional items and tax		816,384,290	736,644,099
Exceptional items			
- Profit on sale of investment in subsidiary company		—	139,768,776
Profit before tax		816,384,290	876,412,875
Tax expense:			
Current tax		(162,500,000)	(182,500,000)
Deferred tax		949,301	(1,955,078)
Prior year tax adjustments (net)		3,555,308	51,581
		(157,995,391)	(184,403,497)
Profit for the year		658,388,898	692,009,378
Earnings per equity share:			
(1) Basic		31.71	33.33
(2) Diluted		31.71	33.33
Nominal value of equity shares		10.00	10.00

Significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

On behalf of the Board of directors

For **SURESH SURANA & ASSOCIATES LLP**
Chartered Accountants

Ashish R. Goenka

Chairman & Managing Director

Rajesh R. Kedia

Wholtime Director

(Nirmal Jain)

Prashantkumar De

Chief Financial Officer

Partner

Kushal V. Gala

Company Secretary

Membership No.: 034709

Mumbai; Dated: 22nd July, 2015

Mumbai; Dated: 22nd July, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH, 2015

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(loss) before tax and exceptional items	816,384,290	876,412,875
Adjustments for:		
Depreciation/amortisation	46,315,407	40,318,526
Unrealised exchange difference (net)	(1,172,505)	12,225,462
Loss / (Profit) on sale of fixed assets (net)	1,395,776	(37,056)
Interest expense	25,717,118	15,359,660
Interest on income tax	—	1,215,805
Profit on sale of Investment in subsidiary	—	(139,768,776)
Gain on long term investments (other than trade)	(51,544,156)	(18,825,139)
Interest / dividend income received (net)	(154,130,639)	(169,938,980)
	(133,418,999)	(259,450,498)
Operating profit before working capital changes	682,965,291	616,962,377
Adjustments for change in working capital:		
Trade and other receivables	228,985,914	661,260,658
Inventories	(595,312,004)	780,804,786
Trade payables and other payables	927,950,293	12,918,153
	561,624,203	1,454,983,597
Cash generated from/ (used in) operations	1,244,589,494	2,071,945,974
Taxes paid	(137,974,889)	(152,755,447)
Net cash generated from / (used in) operating activities (A)	1,106,614,605	1,919,190,527
B. CASH FLOW FROM INVESTING ACTIVITIES		
Payments made for purchase of fixed assets/capital expenditure	(12,012,474)	159,737,894
Proceeds from sale of fixed assets	233,414	145,683
Changes in investments (net)	(1,334,218,520)	(856,444,224)
Loans (granted) / received back (net)	41,759,840	152,098,842
Dividend received	18,921,692	50,664,924
Interest received	139,824,484	124,504,786
Net cash generated from / (used in) investing activities (B)	(1,145,491,564)	(369,292,095)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (decrease) in borrowings (net)	708,439,367	(1,636,217,557)
Interest received / (paid) (net)	(25,717,118)	(19,414,880)
(Increase)/Decrease in investments in fixed deposits with banks (Having original maturities beyond three months)	(503,268,673)	103,398,519
Unclaimed dividend on equity share	(96,608)	(145,968)
Net cash (used in) / generated from financing activities (C)	179,356,968	(1,552,379,886)
Net (decrease) / increase in cash and cash equivalents (A+B+C)	140,480,009	(2,481,454)
Cash and cash equivalent at beginning of year	94,875,063	97,134,200
Unrealised exchange difference	(59,732)	222,317
Total Cash and cash equivalent at beginning of year	94,815,331	97,356,517
Cash and cash equivalent at end of year	235,295,340	94,875,063
Net increase/(decrease) as disclosed above	140,480,009	(2,481,454)
Cash and cash equivalents of closing balance comprise of:		
Cash and bank balances	233,686,453	94,815,331
Unrealised exchange difference at year end	1,608,887	59,732
Total Cash and cash equivalent at end of year	235,295,340	94,875,063

Note: Movement in fixed deposits with original maturities beyond three months have been classified under cash flows from financing activities as the working capital facilities are intended to be settled with the maturity value of fixed deposits.

Significant accounting policies

2

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date attached

On behalf of the Board of directors

For **SURESH SURANA & ASSOCIATES LLP**
Chartered Accountants

Ashish R. Goenka

Chairman & Managing Director

Rajesh R. Kedia

Wholetime Director

(Nirmal Jain)

Prashantkumar De

Chief Financial Officer

Partner

Kushal V. Gala

Company Secretary

Membership No.: 034709

Mumbai; Dated: 22nd July, 2015

Mumbai; Dated: 22nd July, 2015

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

1. GENERAL INFORMATION

Suashish Diamonds Limited ("the Company") was incorporated on 05 October 1988 under the Companies Act, 1956 (the 'Act') and has its registered office at Mehta Mahal, 11th Floor, 15 Mathew Road, Opera House, Mumbai – 400 004. The Company is engaged in business of export and processing of diamonds, manufacturing and sale of jewellery, sale of power generated and sale of commodity/ bullion.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Accounting convention:

The financial statements have been prepared in compliance with all material aspects of the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act"), read with Rule 7 of the Companies (Accounts) Rules, 2014.

The financial statements are prepared on the basis of historical cost convention, and on the accounting principle of a going concern.

The Company follows mercantile system of accounting and recognises income and expenditure on accrual basis except those with significant uncertainties.

b) Use of estimates:

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affects the reported amounts of assets and liabilities and the disclosures of contingent liabilities on the date of financial statements and reported amounts of revenue and expenses for that period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Any revision to accounting estimates are recognized in the period in which such revision are made.

c) Fixed assets:

Tangible assets:

Fixed assets are stated at cost less accumulated depreciation and impairment losses if any. Cost includes all cost incidentals to acquisition, installation, commissioning and borrowing costs directly attributable to acquisition or construction of those fixed assets which, necessarily take a substantial period of time to get ready for its intended use.

Intangible assets:

The system software where it is expected to provide future enduring economic benefits is capitalised. The capitalised cost includes license fees and cost of implementation / system integration services. The costs are capitalised in the period in which the relevant software is implemented for use.

d) Depreciation:

Depreciation on tangible assets except Windmill is provided on the written down value method over the useful lives of assets as prescribed under Part C of Schedule II of the Companies Act, 2013. The depreciation on windmill is provided on straight line method over its useful life as prescribed under part C of Schedule II of the Companies Act, 2013.

Leasehold land is amortised over the lease period.

e) Investments:

Investments intended to be held for more than one year are classified as long-term investments and other investments are classified as current investments. Long-term investments are valued at cost less provision, if any, for diminution in value, which is other than temporary. Current investments are valued at the lower of cost or market value on scrip wise basis.

f) Inventories:

- i. Raw materials - Rough diamonds are valued at the lower of cost or net realisable value. The cost is determined considering lot-wise on weighted average basis by adding purchase price, commission on purchase, cleaving charges and by reducing the sale value of rough rejections sold.
- ii. Raw materials - Jewellery (gold, precious stones, alloys and semi precious stone, stores and spares and others) is valued at the lower of cost or net realisable value. The cost is determined on FIFO/specific identification basis.
- iii. Finished goods - Polished diamonds are valued at the lower of estimated cost as certified by directors or net realisable value.
- iv. Finished goods - Jewellery is valued at the lower of cost or net realisable value. The cost of material is determined on FIFO/specific identification basis.
- v. Finished goods - Commodity is valued at the lower of cost (including brokerage and quantity discounts) or net realizable value. The cost of material is determined on FIFO basis.
- vi. Work-in-progress of Jewellery is valued at material cost including appropriate production overheads.

- vii. Traded goods and stores and spares are valued at the lower of cost or net realisable value. Cost is determined on FIFO basis.
- viii. Gold and silver recovered from dust are valued at market rate.

g) Revenue recognition:

- i. Revenue from export sales is recognised when delivery of goods is physically given to Customs authorities. Revenue from domestic sales is recognised when goods are delivered to the customer and the title of goods passes to the customers.
- ii. Income from sale of wind energy is recognised as per terms of agreement with parties.

h) Foreign currency transactions:

- i. Foreign currency transactions are recorded at the exchange rates prevailing on the date of such transactions. Monetary assets and liabilities as at the Balance Sheet date are translated at the rates of exchange prevailing at the date of the Balance Sheet. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognised in the Statement of profit and loss. Non-monetary foreign currency items are carried at cost.
- ii. The premium or discount arising at the inception of forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the Statement of profit and loss in the reporting period in which the exchange rates changes. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period.
- iii. The Company is primarily engaged in business of imports and exports of diamonds and jewellery. It has availed foreign currency denominated credit facilities for the purpose of its export and import business. As the Company enters into business transactions based on the prevailing exchange rate, forward premium and other related factors, the gain/(loss) on this account is considered to be an integral part of the operations of the Company in accordance with industry practice and to avoid distortion of operating performance.
- iv. Any profit or loss arising on settlement or cancellation of other derivative contracts (swaps and currency options) is recognised as income or expense for the period.

i) Financial / derivative instruments:

Profit / loss in respect of the contracts for currency futures/options are accounted in the statement of profit and loss on the expiry of the respective contract or on the same being squared-off.

In case of unsettled contracts as at the balance sheet date, mark-to-market position is recognised in case of losses and ignored in case of profits, considering conservative principle.

j) Retirement benefits:

- i. Retirement benefits in the form of provident fund and pension schemes are accounted on accrual basis.
- ii. Provision for gratuity liability is made on the basis of actuarial valuation at the end of the accounting year.
- iii. Liability for encashment of leave is recognised and charged to Statement of profit and loss in the year in which it is earned on accrual basis.

k) Borrowing costs:

Borrowing costs directly attributable to acquisition or construction of fixed assets, which necessarily take substantial year of time to get ready for their intended use, are capitalised. Other borrowing costs are charged to statement of profit and loss.

l) Taxation:

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred taxes reflect the impact of current year timing differences between taxable income and accounting income and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable/virtual certainty, as may be applicable that sufficient future taxable income will be available against which such deferred tax assets can be realised. At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably/virtually certain that sufficient future taxable income will be available against which such deferred tax assets can be realised.

m) Earnings per share:

The basic earnings per share ("EPS") is computed by dividing the net profit after tax for the year available for the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit after tax for the year available for 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) Provisions, contingent liabilities and contingent assets:

A provision is made when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. A disclosure for a 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. Contingent assets are neither recognised nor disclosed in the financial statements.

o) Credit risk reserve:

The Company is primarily engaged in the business of diamonds and jewellery in which it is required to extend prolonged periods of credit to its customers. As such, the trade receivables constitute a significant part of the assets and are unsecured. Credit Risk Reserve is created by the Company to meet exceptional losses on this account as a matter of prudence. Based on the activity level, extent of receivables, the credit risk perception and other relevant factors, further transfers to this reserve are considered.

p) Impairment:

At each balance sheet date, the Company determines whether a provision should be made for impairment loss on fixed assets (including intangible assets), by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS) - 28 'Impairment of Assets'. Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made. At the balance sheet date there is an indication that previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets is reflected at the recoverable amount subject to a minimum of depreciated historical cost.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
3 SHARE CAPITAL		
Authorised:		
25,000,000 (25,000,000) Equity shares of Rs.10 each	250,000,000	250,000,000
2,000,000 (2,000,000) Redeemable cumulative non-convertible preference shares of Rs.100 each	200,000,000	200,000,000
	<u>450,000,000</u>	<u>450,000,000</u>
Issued, subscribed and paid up:		
20,763,300 (as at 31 March 2014: 20,763,300) Equity shares of Rs.10 each fully paid up	207,633,000	207,633,000
Add: Forfeited shares (amount originally paid-up)	487,500	487,500
Total	<u>208,120,500</u>	<u>208,120,500</u>

a) Details of reconciliation of the number of shares outstanding:

	No. of shares	As at 31/03/2015 (Rs.)	No. of shares	As at 31/03/2014 (Rs.)
Equity shares:				
Shares outstanding at the beginning of the year	20,763,300	207,633,000	20,763,300	207,633,000
Add: Shares issued during the year	—	—	—	—
Less: Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	<u>20,763,300</u>	<u>207,633,000</u>	<u>20,763,300</u>	<u>207,633,000</u>

b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any by the Board of Directors is subject to approval of the shareholders in ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Details of shares in the company held by each shareholder holding more than 5 percent:

Name of Shareholder	No. of Shares held	As at 31/03/2015	No. of Shares held	As at 31/03/2014
		% of Holding		% of Holding
Radiant Holdings Private Limited	3,371,000	16.24	3,371,000	16.24
Rapid Holdings Private Limited	3,371,000	16.24	3,371,000	16.24
Goenka Holdings Private Limited	3,371,100	16.24	3,371,100	16.24
Fabulous Holdings Private Limited	3,371,000	16.24	3,371,000	16.24
Ashish Rameshkumar Goenka	2,575,352	12.40	—	—
Ishan Ashish Goenka	1,558,088	7.50	1,558,088	7.50

d) The Company has neither issued any shares for consideration other than cash or as bonus shares nor any shares issued had been bought back by the Company during the last five years.

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
4 RESERVES AND SURPLUS		
Securities premium account	1,063,168,000	1,063,168,000
General reserve	2,019,850,404	2,019,850,404
Credit risk reserve	145,367,664	145,367,664
Surplus in the statement of profit and loss:		
Opening balance	5,190,929,872	4,498,920,494
Add: Net profit for the year	658,388,898	692,009,378
Closing balance	5,849,318,770	5,190,929,872
Total	9,077,704,838	8,419,315,940
5 DEFERRED TAX LIABILITIES (NET)		
Deferred tax liabilities:		
Depreciation	21,111,747	22,100,785
Total (a)	21,111,747	22,100,785
Less: Deferred tax assets:		
Provision for gratuity	112,867	110,852
Expenses allowable on payment basis	207,422	203,718
Amalgamation expenses	47,140	92,596
Total (b)	367,429	407,166
Total (a-b)	20,744,318	21,693,619
6 OTHER LONG TERM LIABILITIES		
Security deposits	4,935,979	4,666,251
Total	4,935,979	4,666,251
7 LONG TERM PROVISIONS		
Provision for employee benefits:		
Gratuity (unfunded)	6,555,889	4,510,829
Leave encashment (unfunded)	1,397,422	526,179
Total	7,953,311	5,037,008

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
8 SHORT TERM BORROWINGS		
a) Secured		
Working capital loans - from banks		
In rupees	933,942,995	282,480,123
(Working capital loans from banks are secured by hypothecation of entire current assets (first pari passu) of the Company, equitable mortgage by deposit of title deeds of factory building at Borivali and office premises of the Company at Bharat Diamond Bourse and office premises of four companies in which directors have significant influence, corporate guarantee of four companies in which directors have significant influence and lien on fixed deposits.)		
Loans carries interest 10.20% to 12.03% p.a. (previous year @10.00% to 12.75% p.a.)		
Bank overdraft	305,657,855	248,681,360
(Secured by lien on fixed deposits of Rs. 406,844,000 (as at 31 March 2014 Rs.375,358,411))		
Total	1,239,600,850	531,161,483
9 TRADE PAYABLES		
Trade payables	1,593,600,007	481,275,528
Total	1,593,600,007	481,275,528
The Company has not received any information from its suppliers regarding their registration under the 'Micro, Small and Medium Enterprises Development Act, 2006'. Hence, interest if any payable as required under Act has not been provided and the information required to be given in accordance with Section 22 of the said Act, is not ascertainable and hence, not disclosed.		
10 OTHER CURRENT LIABILITIES		
Advances from customers	1,262,712	1,452,200
Book overdraft	15,804,201	33,213,331
Unclaimed dividends*	210,274	306,882
Payable to employees	1,360,997	9,824,681
Due from broker	2,132,145	52,420
Sundry creditor for fixed assets	24,198	58,653
Security deposits	7,000,578	8,195,158
Statutory dues payable	5,361,243	3,656,253
Total	33,156,348	56,759,578
* Amount include Rs.Nil (as at 31/03/2014 Rs.96,608) which is required to be credited to the Investor Education and Protection Fund.		
11 SHORT TERM PROVISIONS		
Provision for employee benefits:		
Leave encashment (unfunded)	58,062	73,168
Gratuity (unfunded)	351,270	828,406
Other provisions:		
Provision for income tax (net)	55,669	20,660,096
Provision for wealth tax	3,229	3,229
Total	468,230	21,564,899

12 FIXED ASSETS

Particulars	(Amount in Rupees)							
	Leaseholds land	Leaseholds premises	Buildings	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Total
Cost or valuation								
As at 1 April 2013	845,000	75,922,000	145,328,554	382,849,879	60,554,851	62,200,485	24,485,787	752,186,556
Additions	—	4,543,625	9,008,781	5,858,911	6,392,881	22,465,965	405,606	48,675,769
Disposals	—	—	—	2,255,023	251,650	—	—	2,506,673
As at 31 March 2014	845,000	80,465,625	154,337,335	386,453,767	66,696,082	84,666,450	24,891,393	798,355,652
Additions	—	—	374,292	5,571,047	926,977	931,520	1,718,673	9,522,509
Disposals	—	—	—	13,917,363	141,630	82,398	860,497	15,001,888
As at 31 March 2015	845,000	80,465,625	154,711,627	378,107,451	67,481,429	85,515,572	25,749,569	792,876,273
Depreciation								
As at 1 April 2013	232,375	3,995,895	101,144,383	252,566,024	40,280,913	49,172,091	12,928,010	460,319,691
For the year	42,250	817,093	5,373,310	15,497,949	5,547,325	5,297,667	3,076,893	35,652,487
On disposals	—	—	—	2,178,901	219,145	—	—	2,398,046
As at 31 March 2014	274,625	4,812,988	106,517,693	265,885,072	45,609,093	54,469,758	16,004,903	493,574,132
For the year	42,250	849,664	4,947,596	26,849,874	2,218,213	7,128,476	3,651,356	45,687,430
On disposals	—	—	—	12,441,315	46,518	67,393	817,472	13,372,698
As at 31 March 2015	316,875	5,662,652	111,465,289	280,293,631	47,780,788	61,530,841	18,838,787	525,888,864
Net Block								
As at 31 March 2014	570,375	75,652,637	47,819,642	120,568,695	21,086,989	30,196,692	8,886,490	304,781,520
As at 31 March 2015	528,125	74,802,973	43,246,338	97,813,820	19,700,641	23,984,731	6,910,782	266,987,409

Notes:

- Gross block of vehicles includes Rs.4,751,659 (as at 31/03/2014 Rs.4,751,659) registered in the name of the employees.
- Gross block of plant and machinery includes Rs. 4,605,000 (as at 31/03/2014 Rs.4,605,000) being Company's share in cost of assets whose ownership is not with the Company.
- Other adjustments of building are towards reclassification of office premises in Bharat Diamond Bourse as investment properties on 1 January 2013.
- The Company has revised useful life of certain assets as per the useful life specified in the Schedule II of the Companies Act, 2013. Depreciation of Rs.1,325,869 has been charged to the profit and loss account for the assets in respect of which the remaining useful life is Nil as on 1 April 2014 and in respect of other assets on that date, depreciation has been calculated based on the remaining useful life of those assets. Had the Company continued with the previously adopted useful life of such assets, charge of depreciation for the year ended 31 March 2015 would have been lower by Rs.8,987,519.

Dep Comparison	
37327888	Old Dep
46315408	New Dep
<u>8987520</u>	

B) INTANGIBLE ASSETS

	Computer software	Total
Gross block		
As at 1 April 2013	13,122,390	13,122,390
Addition on amalgamation	—	—
Additions	4,156,220	4,156,220
Disposals	—	—
As at 31 March 2014	17,278,610	17,278,610
Addition on amalgamation	—	—
Additions	3,669,570	3,669,570
Disposals	—	—
As at 31 March 2015	20,948,180	20,948,180
Depreciation		
As at 1 April 2013	3,777,224	3,777,224
Addition on amalgamation	—	—
For the year	4,666,039	4,666,039
On disposals	—	—
As at 31 March 2014	8,443,263	8,443,263
Addition on amalgamation	—	—
For the year	627,978	627,978
On disposals	—	—
As at 31 March 2015	9,071,241	9,071,241
Net Block		
As at 31 March 2014	8,835,347	8,835,347
As at 31 March 2015	11,876,939	11,876,939

C) LEASE DISCLOSURE

- Buildings includes part of premises which have been given on lease to various parties, for which gross block, depreciation charge and net block cannot be separately determined. The Company has earned a rent of Rs.1,22,49,275 (Previous year 2013-14 Rs.6,142,860) on the above leased premises during the year.
- The future minimum lease receipts under operating leases in the aggregate is as follows;

	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
in the aggregate is as follows;		
Not later than one year	6,446,315	10,466,654
Later than one year and not later than five year	8,504,807	12,111,868
Later than five years	—	—

13 NON CURRENT INVESTMENTS

(At cost)

Trade, unquoted and long-term:

In Subsidiaries:

5,000,000 (5,000,000) Equity shares of USD 1 each of Suashish Diamonds (Hong Kong) Ltd.

	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
	233,474,594	233,474,594

145,000 (145,000) Equity shares of no par value of Suashish Jewels Canada Inc., a wholly owned subsidiary company	6,769,778	6,769,778
36 (10) Common stock of USD 10,000 each of Suashish Jewels Inc.	65,563,623	65,563,623
In Associates:		
3,850,000 (3,850,000) Equity shares of Rs. 10 each fully paid up of Suashish Finance Limited (net of provision for diminution in value of investment Rs.38,500,000)	—	—
In capital of partnership firm:		
Goenka Trading Company	567,505,625	719,442,133
Mohinidevi Goenka Investments	738,714,896	420,777,245
M. G. Investments	4,827,412,545	3,414,829,707
Suashish Realty LLP	2,276,178	2,470,702
Others:		
Venture capital fund unquoted:		
25,000 (25,000) Units of Kshitij Venture Capital Fund of Rs. 337.50 (Rs. 385) each	8,437,500	9,625,000
Investment in Equity instruments unquoted:		
5 (5) Shares of Rs. 50 each of New Ankur Co-operative Housing Society Ltd.	250	250
35,518 (35,518) Equity shares of Rs.5 each of Ansal Hi-Tech Townships Ltd.	2,999,829	3,133,941
2,990 (2,990) Equity shares of Rs.10 each of Nitesh Housing Developers Private Limited	1,065,743	1,065,743
604 (604) Equity shares of Rs.10 each of BCC Infrastructure Private Limited	6,040	6,040
Nil (561) Equity shares of Rs.10 each of Kunal Spaces Private Limited	—	5,610
Nil (1,598) Equity shares of Rs.10 each of Total Environment Projects Private Limited	—	15,980
Investment in Preference shares unquoted:		
Nil (5,404) Preference shares of Rs.1 each of Ekta World Private Limited	—	5,404
1,814 (1,814) Preference shares of Rs.10 each of BCC Infrastructure Private Limited	18,140	18,140
Nil (6,394) Preference shares of Rs.1 each of Arimas Developers Private Limited	—	6,394
585 (585) Preference shares of Rs.1 each of Runwal Township Private Limited class -A	585	585
878 (878) Preference shares of Rs.1 each of Runwal Township Private Limited class -B	878	878
585 (585) Preference shares of Rs.4,197.50 each of Runwal Township Private Limited class -C	2,455,538	2,455,538
Investment in Debentures unquoted:		
318 (1,285) Debenture of Rs.1,000 each of Ariisto Realtors Private Limited - III	318,000	1,285,000
972 (972) Debenture of Rs.1,000 each of Atithi Building Commodities Private Limited - II	972,000	972,000
11,884 (11,844) Debenture of Rs.100 each of Nitesh Land Holdings Private Limited	1,184,400	1,184,400
Nil (900) Debenture of Rs.1,000 each of Ariisto Realtors Private Limited - II	—	900,000
1,206 (1,206) Debenture of Rs.100 each of Total Environment Projects Private Limited - II	120,600	120,600
5,823 (6,906) Debenture of Rs.1,000 each of Atithi Building Commodities Private Limited	5,823,000	6,906,000
Nil (2,303) Debentures of Rs.1000 each of Ariisto Realtors Private Limited	—	2,303,000
72,546 (72,546) Convertible Debentures of Rs.100 each of Total Environment Habitat Private Limited	7,254,600	7,254,600
3,002 (3,002) Debenture of Rs.1,000 each of Ariisto Realtors Private Limited - IV	3,002,000	3,002,000
Nil (27,580) Convertible Debenture of Rs.100 each of Dharmesh Constructions Private Limited	—	2,758,000
24,336 (24,336) Debenture of Rs.100 each of BCC Infrastructure Private Limited Class A- IV	2,433,600	2,433,600

	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
13 NON CURRENT INVESTMENTS (Contd.)		
17,035 (17,035) Debenture of Rs.100 each of BCC Infrastructure Private Limited Class A- III	1,703,500	1,703,500
7,405 (21,109) Debenture of Rs.100 each of Marvel Realtors and Developers Series 2	740,500	2,110,900
Nil (9,383) Debenture of Rs.100 each of Marvel Realtors and Developers Series 1	—	938,300
Nil (7,803) Debenture of Rs.100 each of Kunal Spaces Private Limited - Class A	—	780,300
Nil (7,439) Debenture of Rs.100 each of Ekta World Private Limited - Class A Series 2	—	743,900
4,568 (4,568) Debenture of Rs.100 each of Total Environment Projects Private Limited - III	456,800	456,800
Nil (29,501) Debenture of Rs.100 each of Anand Divine Developers Private Limited -II	—	2,950,100
Nil (40,102) Debenture of Rs.100 each of Arimans Developers Private Limited -Class -B	—	4,010,200
Nil (30,787) Debenture of Rs.100 each of Dharmesh Construction Private Limited -II	—	3,078,700
Nil (4,380) Debenture of Rs.100 each of Ekta Parksville Homes Private Limited	—	438,000
Nil (11,064) Debenture of Rs.100 each of Ekta Parksville Homes Private Limited -II	—	1,106,400
Nil (16,838) Debenture of Rs.100 each of Kunal Spaces Private Limited -Class -A, Deb. II	—	1,683,800
Nil (2,582) Debenture of Rs.100 each of Nilkanth Tech Park Private Limited -2011 -II	—	258,200
Nil (17,614) Debenture of Rs.100 each of Nilkanth Tech Park Private Limited -2011 -III	—	1,761,400
33,971 (33,971) Debenture of Rs.100 each of Runwal Township Private Limited	3,397,100	3,397,100
6,394 (19,827) Debenture of Rs.100 each of Total Envoiment Projects -I	639,400	1,982,700
Investment in government securities:		
Nil (100,000) 8.46% REC Tax Free, Secured, Redeemable Non Convertible bonds of face value Rs.1,000 each	—	100,000,000
122,547 (22,547) 8.54% NHPC Tax Free, Secured, Redeemable Non Convertible bonds of face value Rs.1,000 each	122,547,000	22,547,000
Investment in Mutual funds:		
37,205.563 (593197.73) Unit of HDFC CM Treasury Advantage Plan - Weekly Dividend -Direct Plan of Rs.10.06 (Rs.10.04) each	374,605	5,966,876
101,709.333 (Nil) Unit of HDFC CM Treasury Advantage Plan - Weekly Dividend -Direct Plan of Rs.10.06 (Nil) each	2,964,137	—
Nil Unit (17500.757) AXIS M.F. Liquid Fund - Inst. Grow	—	23,709,949
11.137 (Nil) Unit Axis Treasury Advantage Fund - Direct Plan - Daily Dividend Reinvestment (TA-DR)	11,362	—
Investment in equity instruments quoted:	—	—
Nil (92,000) Equity shares of Rs.10 each of Ansal Properties & Infrastructure Ltd.	—	7,000,611
50,000 (50,000) Equity shares of Rs.10 each of Bank of India	20,577,056	20,577,056
34,000 (34,000) Equity shares of Rs.10 each of Dena Bank	1,746,579	1,746,579
Nil (404,396) Equity shares of Rs.10 each of Great Eastern Shipping Co. Ltd.	—	111,010,705
100,000 (100,000) Equity shares of Rs.10 each of Indian Bank	25,719,850	25,719,850
100,000 (100,000) Equity shares of Rs.10 each of Indian Overseas Bank	15,380,220	15,380,220
1,891,000 (1,891,000) Equity shares of Rs.10 each of Industrial Finance Corporation Of India Ltd.	55,703,416	55,703,461
280,245(280,245) Equity shares of Rs.10 each of Oriental Bank of Commerce	103,101,454	103,101,454
Nil (6,520) Equity shares of Rs10 each of Reliance Infrastructure Ltd.	—	7,012,137
362,000 (362,000) Equity shares of Rs10 each of Shipping Corporation Of India Ltd.	28,085,757	28,085,757
1,802,137 (2,302,137) Equity shares of Rs.10 each of Syndicate Bank	210,730,338	268,472,363
81,652 (Nil) Equity shares of Rs.10 each of Inox Wind Limited	26,545,675	—
375,000 (Nil) Equity shares of Rs.10 each of Punjab & Sind Bank	19,722,549	—

	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
13 NON CURRENT INVESTMENTS (Contd.)		
In bullion:		
995.0 Standard Gold Bar 2,070 gms (2,060 gms)	2,687,866	2,661,627
Investment in Silver Coin	6,500	6,500
Investment in Jewellery	1,209,780	1,209,780
Investment in properties:		
Buildings	57,793,570	57,793,570
Total	7,179,654,956	5,793,892,280
Aggregate amount of quoted investments	507,312,894	643,810,193
Aggregate amount of unquoted investments	6,672,342,062	5,150,082,087
Market value of quoted investments	405,644,582	522,403,332
Aggregate provision for diminution in value of investments	38,500,000	38,500,000

In respect of investments in partnership firms by the Company, the details of partners, total capital and share of each partner are as under:

A) M/s. Goenka Trading Company

Particulars	Share of profit / loss (%)	Capital account balance as at 31/03/2015 (Rs.)	31/03/2014 (Rs.)
Suashish Diamonds Ltd.	90 (90)	567,505,625	719,442,133
Taruvarsh Tradeplace Pvt. Ltd.	10 (10)	23,660,837	40,229,783
	100 (100)	591,166,462	759,671,916

B) Mohinidevi Goenka Investments

Particulars	Share of profit / loss (%)	Capital account balance as at 31/03/2015 (Rs.)	31/03/2014 (Rs.)
Suashish Diamonds Ltd.	92 (92)	738,714,896	420,777,245
Taruvarsh Tradeplace Pvt. Ltd.	1 (1)	726,630	724,797
Ashish Goenka	7 (7)	6,122,298	(74,069,538)
	100 (100)	745,563,824	347,432,504

C) M. G. Investments

Particulars	Share of profit / loss (%)	Capital account balance as at 31/03/2015 (Rs.)	31/03/2014 (Rs.)
Suashish Diamonds Ltd.	70 (70)	4,827,412,545	3,414,829,707
Shri Ashish R. Goenka	15 (15)	277,042,664	258,249,554
Mrs. Lavina A. Goenka	14 (14)	246,456,397	228,916,161
Ashish Goenka Family Trust	1 (1)	3,332,785	2,079,911
	100 (100)	5,354,244,391	3,904,075,333

D) Suashish Realty LLP

Particulars	Share of profit / loss (%)	Capital account balance as at 31/03/2015 (Rs.)	31/03/2014 (Rs.)
Suashish Diamonds Ltd.	35 (35)	2,276,178	2,470,702
Shri Ashish R. Goenka	61 (61)	(2,140,122)	(2,130,494)
Mrs. Lavina A. Goenka	4 (4)	(140,335)	(139,704)
	100 (100)	(4,279)	200,504

Share of profit/loss in brackets is for previous year.

Suashish Diamonds Limited

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
14 LONG TERM LOANS AND ADVANCES		
(Unsecure, considered good)		
Loan to staff	122,789	231,517
Loan to Others	—	—
Capital advance	1,567,000	200,000
Prepaid expenses	625,297	664,452
Security deposits	31,864,295	32,764,561
Taxes paid (net of provision)	7,624,019	49,198,249
	41,803,400	83,058,779

15 INVENTORIES

(As taken, valued and certified by the management)

Raw materials:

– Diamonds	418,640,853	148,699,916
– Gold	125,040,012	11,687,464
– Others	79,934,848	48,330,558

Finished goods / traded goods:

– Diamonds	172,427,963	65,392,596
– Jewellery	21,696,421	4,162,022
Work-in-progress Jewellery	141,378,965	90,687,422
Consumables, stores and spares	13,669,457	8,516,537

Total

972,788,519	377,476,515
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In respect of the stock of finished goods (polished diamonds), cost is based on technical estimate by the management to avoid distortion in valuation. The basis of computing cost used on consistent basis though in line with generally accepted industry practice, is a deviation from the method prescribed by Accounting Standard (AS) – 2 ‘Valuation of Inventories’. As per Accounting Standard (AS) -2 ‘Inventories’ are required to be valued at lower of cost and net realisable value and cost should be assigned by using First-in First-out (FIFO) or weighted Average Cost formula.

The impact on profit for the year, reserves and surplus and inventories as at 31 March 2015, if any, due to the above deviations are not ascertainable.

16 TRADE RECEIVABLES

(Unsecured, considered good)

Debts outstanding for a period exceeding six months from the date they are due for payment

142,510,228	734,308
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Others debts

1,817,865,313	2,008,506,942
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Total

1,960,375,541	2,009,241,250
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Trade receivables from related parties includes:

Suashish Diamonds (Hongkong) Limited	1,767,812	1,579,280
Suashish Jewels Canada Inc.	17,216,252	12,075,663
Suashish Jewels Inc. Dallas	1,103,506,058	1,092,417,125
Total	1,122,490,122	1,106,072,068

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
17 CASH AND BANK BALANCES		
Cash and cash equivalents:		
Balances with banks:	230,769,167	76,093,386
Cash on hand	2,917,286	18,721,945
	233,686,453	94,815,331
Other bank balances:		
Bank deposits	1,421,310,954	917,945,673
(under lien against borrowing, overdraft facility, guarantee and with government authorities)		
Unpaid dividend account	210,274	306,882
	1,421,521,228	918,252,555
Total	1,655,207,681	1,013,067,886
18 SHORT-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Loans to staff	531,486	1,272,293
Loans and advances to related parties	—	42,523,876
Advance to suppliers	6,298,595	4,685,024
Advances recoverable in cash or in kind or for value to be received	52,846,147	64,282,302
Prepaid expenses	5,911,858	7,279,288
Security deposits	186,681	186,681
Total	65,774,767	120,229,464
Loans and advances to related parties includes:		
Suashish Properties Private Limited	—	22,870,885
Suashish Realtors Private Limited	—	17,488,820
Suashish Diamdeal (I) Limited	—	2,135,411
Goenka Laser House Privte Limited	—	3,760
Suashish Finance Limited	—	25,000
Total	—	42,523,876
19 OTHER CURRENT ASSETS		
Interest accrued but not due	23,913,678	28,529,214
Total	23,913,678	28,529,214

Suashish Diamonds Limited

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
20 REVENUE FROM OPERATIONS		
Sales of raw materials / finished goods / traded goods:		
– Diamonds	4,120,147,184	2,799,496,874
– Jewellery	4,230,726,797	4,007,311,444
Sale of electricity generated from windmills	8,513,027	7,077,918
Other operating revenue:		
– Sale of commodity / bullion	—	318,893,524
Total	8,359,387,008	7,132,779,760
21 OTHER INCOME		
Interest income:		
On investments in debentures (long term)	29,725,320	21,354,682
On loans	—	24,616,717
On fixed deposit with banks	88,154,251	67,169,010
On security deposit	132,142	—
On bonds	10,385,514	5,734,156
On income tax refund	6,777,170	—
From others	34,550	399,491
Dividend income:		
On long term investments (other than trade)	18,921,692	50,664,924
Net gain/(loss) on sale of investment:		
From long term investments (other than trade)	51,544,156	18,825,139
Net gain/(loss) on derivative instruments:		
Mark to market margin (commodity futures)	—	(1,070,743)
Share in profit/(loss) of partnership firms:		
Goenka Trading Company	(51,764,214)	64,399,156
Mohinidevi Goenka Investments	168,708	1,051,968
M. G. Investments	87,701,181	36,559,631
Suashish Realty LLP	(5,524)	(4,852)
Others:		
Rent	14,122,179	8,463,501
Profit on sale of fixed assets (net)	—	37,056
Balances written back	5,542,639	87,895
Miscellaneous income	—	716,736
Total	261,439,764	299,004,467
22 COST OF MATERIALS		
Raw materials consumed / sold:		
Opening stock	208,717,938	393,963,294
Add: Purchases [including commission on import and cleaving charges]	6,353,261,014	3,212,141,515
Less: Closing stock	623,615,713	208,717,938
Total (a)	5,938,363,239	3,397,386,871
Purchase of traded goods:		
Purchases of - Diamonds	1,103,531,403	1,949,469,873
Purchases of - Commodity / Bullion	—	13,071,238
Total (b)	1,103,531,403	1,962,541,111
Net loss/(income) on buyers credit	193,692	68,192
Total (c)	193,692	68,192
Total (a+b+c+D)	7,042,088,334	5,359,996,174

The Company has availed buyer's credit in foreign currency from bank secured by lien on fixed deposit, for import of goods. Net income on buyer's credit comprising of interest income on fixed deposit of Rs.Nil (previous year Rs.9,029,950), finance cost on buyer's credit of Rs. Nil (previous year Rs.1,013,389) and exchange rate difference loss of Rs. Nil (previous year exchange difference loss of Rs.8,084,753) is adjusted in " Cost of materials".

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
23 CHANGES IN INVENTORIES OF FINISHED GOODS, TRADED GOODS AND WORK-IN-PROGRESS		
a) Changes in inventories of finished goods / traded goods		
Opening stock of finished goods / traded goods:		
Diamond	65,392,596	360,290,132
Jewellery	4,162,022	1,183,261
Commodity	—	300,992,598
Less: Closing stock of finished goods / traded goods:		
Diamond	172,427,963	65,392,596
Jewellery	21,696,421	4,162,022
Total (a)	<u>(124,569,766)</u>	<u>592,911,373</u>
b) Changes in work in progress:		
Opening stock	90,687,422	93,003,800
Less: Closing stock	141,378,965	90,687,422
Total (b)	<u>(50,691,543)</u>	<u>2,316,378</u>
Total (a+b)	<u><u>(175,261,309)</u></u>	<u><u>595,227,751</u></u>
24 EMPLOYEE BENEFITS EXPENSE		
Salaries, bonus, commission and allowances	248,542,290	135,998,481
Contribution to provident and other funds	7,323,928	4,947,097
Gratuity	1,783,837	1,489,139
Staff welfare expenses	6,603,227	5,526,114
Total	<u><u>264,253,282</u></u>	<u><u>147,960,831</u></u>
25 FINANCE COSTS		
Interest expense	25,717,118	15,359,660
Interest on income tax	—	1,215,805
Exchange difference (net) on foreign currency transactions/translation	—	(6,179,428)
Loan processing and other charges	6,580,918	7,311,943
Total	<u><u>32,298,036</u></u>	<u><u>17,707,980</u></u>

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Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
26 OTHER EXPENSES		
Processing charges	265,760,006	275,750,313
Stores, spares and tools consumed	80,375,227	48,601,903
Power and electricity	17,200,796	12,155,125
Communication expenses	3,658,055	3,432,222
Printing and stationery	3,806,018	3,203,560
Travelling and conveyance expenses	32,239,144	25,780,221
Legal and professional fees	22,100,790	19,346,424
Rent	12,347,467	10,496,854
Rent, Rates and taxes	2,497,993	1,719,795
Repairs and maintenance:		
– plant and machinery	1,899,333	1,892,878
– buildings	876,422	1,129,615
– other	29,863,964	14,422,075
Exchange difference (net)	6,279	6,489,297
Insurance charges	1,742,243	3,314,482
Auditor's remuneration:		
– for audit	2,671,616	2,454,128
– for tax audit	168,886	149,624
– for taxation matters	150,618	776,172
– for others	—	418,242
Donations	576,500	1,025,000
Bank charges and commission	20,208,863	26,011,358
Commission and brokerage on sales	3,661,871	7,988,263
Advertisement expenses	17,898,367	14,500,763
Sales promotion expenses	13,696,446	15,150,747
ECGC premium	4,112	63,851
Freight, clearing and forwarding charges	14,877,596	14,313,611
Discount allowed	15,737,242	2,566,257
Export insurance charges	2,680,127	931,980
Loss on sale of fixed assets (net)	1,395,776	—
Miscellaneous expenses	26,646,975	19,844,106
Total	594,748,732	533,928,866
Details of imported and indigenous stores, spares, and tools consumed:		
Imported (32.41%; previous year 19.55%)	26,046,158	9,502,901
Indigenous (67.59%; previous year 80.45%)	54,329,069	39,099,002
	80,375,227	48,601,903

27. COMMITMENTS (NET OF ADVANCES)/ CONTINGENT LIABILITIES (NOT PROVIDED FOR)

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
a) Disputed Sales tax liability	22,398,880	22,398,880
b) Bank guarantees given by bank on behalf of the Company	53,662,700	42,977,324
c) Disputed Service tax liabilities	28,116,265	27,552,539
d) Disputed Custom liability	2,593,013	—
e) Disputed income tax liabilities	14,202,951	15,995,951

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
28. C.I.F. VALUE OF IMPORTS		
Rough diamonds	4,645,966,062	1,711,908,793
Polished diamonds	707,216	321,726,977
Raw materials –others	920,462,043	664,336,938
Stores and spares	28,572,023	4,534,402
Capital goods	—	5,075,631
29. EXPENDITURE IN FOREIGN CURRENCY		
Foreign travelling expenses	6,249,219	2,752,984
Interest on foreign currency loans and credit facilities	—	639,454
Consultancy fees	352,304	—
Others	20,453,346	21,896,796
30. EARNINGS IN FOREIGN CURRENCY		
F.O.B. value of exports	6,693,938,714	4,282,462,983
Reimbursement of expenses	22,060	2,663,978
31. INVENTORY DETAILS		
A. Raw Materials		

Class of Goods	Opening Stock 01/04/2014 (Rs.)	Purchases/ Transfer (Rs.)	Turnover (Rs.)	Closing Stock 31/03/2015 (Rs.)
Diamonds	148,699,916 (315,091,491)	5,115,429,462* (3,487,971,289)	4,029,906,408** (2,410,563,706)**	418,640,853 (148,699,916)
Gold	11,687,464 (46,398,702)	856,693,592 (722,797,697)	— (—)	125,040,012 (11,687,464)
Silver	— (—)	104,673,946 (83,968,104)	— (—)	902,203 (—)
Others	48,330,558 (32,473,101)	276,464,013*** (249,468,736)***	— (11,232,494)	79,032,645 (48,330,558)
Total	208,717,938 (393,963,294)	6,353,261,014 (4,544,205,826)	4,029,906,408 (2,421,796,200)	623,615,713 (208,717,938)

Figures in bracket are corresponding figures for previous year.

* Includes inter-division transfer of diamonds Rs.Nil (previous year Rs. 1,332,064,311).

** Includes inter-division transfer of diamonds Rs Nil (previous year Rs.534,339,814).

*** Includes inter-division transfer of Rs.Nil (previous year Rs. 11,232,494)

B. Finished goods/traded goods

Class of Goods	Opening Stock 01/04/2014 (Rs.)	Purchases/ Transfer (Rs.)	Turnover (Rs.)	Closing Stock 31/03/2015 (Rs.)
Diamonds	65,392,596 (360,290,132)	1,103,531,403* (3,221,080,302)*	90,240,776 (2,981,375,415) #	172,427,963 (65,392,596)
Jewellery	4,162,022 (1,183,261)	— (—)	4,230,726,797 (4,007,311,444)	21,696,421 (4,162,022)
Electricity	— (—)	— (—)	8,513,027 (7,077,918)	— (—)
Total	69,554,618 (361,473,393)	1,103,531,403 (3,221,080,302)	4,329,480,600 (6,995,764,777)	194,124,384 (69,554,618)

Figures in bracket are corresponding figures for previous year.

* Includes inter-division transfer of diamonds of Rs.Nil (previous year Rs. 1,271,610,429) and net of insurance claim received Rs. Nil (previous year Rs.Nil).

Includes inter-division transfer of diamonds of Rs.Nil (previous year Rs. 2,058,102,433).

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C. Traded goods

Class of Goods	Opening Stock 01/04/2014 (Rs.)	Purchases/ Transfer (Rs.)	Turnover (Rs.)	Closing Stock 31/03/2015 (Rs.)
Castor seeds	— (30,104,529)	— (—)	— (30,851,936)	— (—)
Paddy	— (89,711,976)	— (—)	— (91,309,623)	— (—)
Chilly	— (—)	— (13,071,238)	— (12,272,180)	— (—)
Steel	— (30,123,752)	— (—)	— (30,668,336)	— (—)
Raw Wool	— (30,178,495)	— (—)	— (30,724,684)	— (—)
Palm Oil	— (30,202,513)	— (—)	— (30,732,103)	— (—)
Sugar	— (60,063,591)	— (—)	— (61,157,194)	— (—)
BLK Pepper	— (15,441,181)	— (—)	— (15,727,788)	— (—)
HR Coil	— (15,166,561)	— (—)	— (15,449,680)	— (—)
Total Commodities	— (300,992,598)	— (13,071,238)	— (318,893,524)	— (—)
Total (A+B+C)	278,272,556 (662,465,991)	7,456,792,417 (3,234,151,540)	8,359,387,008 (7,314,658,301)	817,740,097 (278,272,556)

32. CONSUMPTION OF RAW MATERIALS

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Diamonds	4,845,488,525	1,268,655,466
Gold (100% indigenous)	743,341,044	757,508,936
Silver	103,771,743	83,968,104
Others	245,761,925	224,141,041
Total	5,938,363,237	2,334,273,547

Notes:

- The consumption of rough diamonds shown above has been arrived at on the basis of opening stock plus purchases as reduced by sales, closing stock and adjusted for shortages or gains. Profit / loss, if any, on sale of raw materials (rough diamonds) gets adjusted in the consumption. Consumption of polished diamonds pertains to captive consumption by the Company for manufacturing of Jewellery.
- It is not feasible to give breakup of raw materials consumed into imported and indigenous category in view of nature of business of the Company.

33. DERIVATIVE INSTRUMENTS

The Company uses forward exchange contracts to hedge its exposure in foreign currency risk. The information on derivative instruments is as follows:

a) Foreign currency exposures not specifically covered by forward exchange contracts as at year end are as follows:

Particulars	Currency	As at 31/03/2015		As at 31/03/2014	
		Amount in foreign currency	Amount (Rs.)	Amount in foreign currency	Amount (Rs.)
Trade Receivables	USD	29,159,588	1,819,242,480	31,952,678	1,913,006,821
Advance from customer	USD	19,993	1,229,639	—	--
Trade payables	USD	16,831,878	1,051,109,656	994,256	59,565,861
Advance to supplier	USD	2,482,825	155,185,917	28,339	1,697,810
	EURO	81,053	5,408,713	—	--
Cash on hand	USD	13,412	838,187	6,002	358,641
	HKD	7,839	63,185	3,230	24,874
	GBP	218	20,263	218	21,720
	Baht	173,470	333,062	173,470	318,314
	Other Currencies	—	255,758	—	306,757

b) Forward contract outstanding as at year end in respect of exports USD 145,790,000 (as at 31/03/2014 USD 116,384,210) and investments USD 6,101,580 and CAD 145,000 (as at 31/03/2014 USD 6,101,580 and CAD 145,000).

34. CONTRIBUTION TO GRATUITY FUND

Disclosures in respect of defined benefit plans (gratuity - unfunded) as required under Accounting Standard (AS) -15 "Employee Benefits" are as under:

i) Principal assumption used in determining gratuity:

Particulars	Current Year 2014-2015	Previous Year 2013-2014
Discount rate	7.8% p.a.	9.10% p.a.
Salary growth rate	6% p.a.	6% p.a.
Retirement age	60 years	58 years

ii) Change in the present value of the defined gratuity benefits obligations:

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Present value of defined benefits obligations as at beginning of the year	5,339,235	5,013,105
Interest cost	448,178	390,997
Current service cost	979,932	898,196
Past Service Liability	(200,198)	—
Benefit paid	(215,913)	(489,707)
Actuarial (gain) / loss on defined benefits obligation	555,925	(473,356)
Projected benefit obligation as at year end	6,907,159	5,339,235

iii) Amount to be recognised in the balance sheet

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Present value of defined benefits obligation as on balance sheet date	6,907,159	5,339,235
Fair value of plan assets	—	—
Liability recognized in balance sheet date	6,907,159	5,339,235

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iv) Amounts to be recognised in the statement of profit and loss:

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Service cost	979,932	898,196
Interest cost of obligation	448,178	390,997
Expected return on plan assets	—	—
Net actuarial (gain) / loss	555,925	(473,356)
Past Service cost	(200,198)	—
Total expense recognised in the statement of profit and loss.	1,783,837	815,837

35. SEGMENT REPORTING

The Company has only one business segments viz. Gem and Jewellery, which is considered as the primary segment.

The financial information about business segment is not applicable since segment results / revenue / assets of the wind mill business are not more than 10 percent of the combined business results / revenue / assets.

Information regarding the secondary segment, i.e. 'geographical segments' is given below:

(Amount in Rs.)

Sr. No.	Particulars	Geographical segments		Total
		Outside India	Within India	
1.	Segment Revenue			
	Sales and income from operations	6,708,049,582 (4,289,981,818)	1,651,337,426 (2,842,797,942)	8,359,387,008 (7,132,779,760)
2.	Carrying amount of assets by geographical location of assets			
	Segment assets	1,676,471,404 (1,741,759,374)	10,502,188,959 (7,958,637,183)	12,178,660,363 (9,700,396,557)
3.	Additions to fixed assets	(—) (—)	13,192,079 (52,831,989)	13,192,079 (52,831,989)

Notes:

- Secondary segments identified are as per the requirements of Accounting Standard (AS) -17 'Segment Reporting', taking into account the organization structure as well as the differing risks and returns.
- The segment revenue and total assets includes the revenue and assets respectively, which are identifiable with each segment and amounts allocated to the segments on a reasonable basis.

36. RELATED PARTY DISCLOSURES

i. Related party relationships:

a) Subsidiaries

(Enterprises where control exists) : Suashish Diamonds (Hong Kong) Limited
Suashish Diamond (Shanghai) Limited
Suashish Jewels Inc.
Suashish Jewels Canada Inc.
Suashish Diamonds (Botswana) (Proprietary) Ltd. (upto 30 March 2014)
Goenka Trading Company
Mohinidevi Goenka Investments
M.G. Investments

b) Associates

: Suashish Finance Limited
Suashish Realty LLP

c) Key management personnel

: Mr. Ashish R. Goenka
Mr. Rajeshkumar R. Kedia
Mr. Pawankumar S. Bagla

- | | | | |
|----|--|---|---|
| d) | Relatives of key management personnel | : | Mrs. Lavina A. Goenka
Mrs. Amita Kedia
Mr. Siddharth Kedia
Mrs. Sunita P. Bagla |
| e) | Enterprises on which key management personnel have significant influence | : | Ashish Goenka HUF
Rameshkumar S. Goenka (HUF)
Fabulous Holdings Private Limited
Goenka Holdings Private Limited
Rapid Holdings Private Limited
Radiant Holdings Private Limited
Suashish Diamdeal (India) Limited
Suashish Realtors Private Limited
Suashish Properties Private Limited
Goenka Laser House Private Limited
Mohinidevi Goenka Trust
Hari Smriti Properties Private Limited
Athena Jewels Online Private Limited
(Formerly name is Aapti Construction Private Limited) |

Notes:

1. The related party relationships have been determined on the basis of the requirements of the Accounting Standard (AS) - 18 'Related Party Disclosures' and the same have been relied upon by the auditors.
2. The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year /previous year, except where control exists, in which case the relationships have been mentioned irrespective of transactions with the related party.

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ii. Transactions with related parties:

(Amount in Rs.)

Particulars	Related parties					Total
	Subsidiaries	Associates	Key management personnel	Relatives of key management personnel	Enterprises in which key management personnel have significant influence	
Reimbursements made towards expenses	4,485,993 (4,748,252)	— (25,000)	— (157,360)	— (—)	7,158,324 (607,067)	11,644,317 (5,537,679)
Reimbursements received against expenses incurred	4,264,000 (4,341,677)	— (—)	— (157,360)	— (—)	6,774,537 (—)	11,038,537 (4,499,037)
Rent expense incurred	1,887,648 (1,573,040)	— (—)	— (—)	— (—)	161,554 (148,260)	2,049,202 (17,21,300)
Consultancy charges paid	— (—)	— (—)	— (—)	2,562,000 (1,791,096)	— (—)	2,562,000 (1,791,096)
Sale of polished diamonds	16,383,084 (11,778,426)	— (—)	— (—)	— (7,942)	— (—)	16,383,084 (11,786,368)
Sale of jewellery	3,033,255,575 (2,961,836,846)	— (—)	— (—)	— (—)	— (—)	3,033,255,575 (2,961,836,846)
Purchase of polished diamonds	707,216 (153,029,376)	— (—)	— (—)	— (—)	— (—)	707,216 (153,029,376)
Purchase of rough diamond	— (54,987,789)	— (—)	— (—)	— (—)	— (—)	— (54,987,789)
Purchase of Jewellery	613,679,738 (548,546,249)	— (—)	— (—)	— (—)	— (—)	613,679,738 (548,546,249)
Managerial remuneration	— (—)	— (—)	17,217,356 (16,105,915)	— (—)	— (—)	17,217,356 (16,105,915)
Loan/Advance given	— (—)	— (—)	— (—)	1,273,000 (835,850)	582,800 (3,451,111)	1,855,800 (4,286,961)
Loan/Advance given received back	— (—)	— (—)	— (—)	1,273,000 (835,850)	7,752,629 (2,705,000)	9,025,629 (3,540,850)
Share application money refund received	— (128,287,370)	— (—)	— (—)	— (—)	— (—)	— (128,287,370)
Share application money received	— (—)	— (88,000)	— (—)	— (—)	— (—)	— (88,000)
Share application money written back	— (—)	— (88,000)	— (—)	— (—)	— (—)	— (88,000)
Investment made	— (61,208,648)	— (—)	— (—)	— (—)	— (—)	— (61,208,648)
Sale of Investments	— (23,974)	— (—)	— (—)	— (—)	— (—)	— (23,974)
Capital introduced in partnership firm	3,675,342,245 (6,645,618,038)	— (—)	— (—)	— (—)	— (—)	3,675,342,245 (6,645,618,038)
Capital withdrawn from partnership firm	2,133,053,052 (5,899,401,254)	— (—)	— (—)	— (—)	— (—)	2,133,053,052 (5,899,401,254)
Share in Profit/(loss) from partnership firm	36,100,151 (102,005,903)	— (—)	— (—)	— (—)	— (—)	36,100,151 (102,005,903)
Balances receivable as at year end	7,258,819,253 (5,664,011,855)	— (—)	— (—)	— (—)	28,891,000 (71,389,876)	7,287,710,253 (5,735,401,731)
Balances payable as at year end	94,598,794 (30,085,113)	— (—)	— (—)	— (—)	— (—)	94,598,794 (30,085,113)

Note: Figures in the brackets are for the previous year.

iii. Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year:

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Reimbursements made towards expenses		
Goenka Trading Company	42,64,000	1,457,699
Suashish Diamonds (Botswana) (Proprietary) Ltd.	—	3,070,553
Athena Jewels Online Private Limited	3,193,040	
Hari Smriti Properties Private Limited	3,577,169	
Reimbursements received against expenses incurred		
Goenka Trading Company	4,264,000	1,457,699
Suashish Diamonds (Botswana) (Proprietary) Ltd.	—	2,663,978
Athena Jewels Online Private Limited	3,193,040	
Hari Smriti Properties Private Limited	3,577,169	
Rent expense incurred		
Goenka Trading Company	1,887,648	1,573,040
Consultancy charges		
Amita Kedia	882,000	350,400
Siddharth Kedia	888,000	744,696
Sunita Bagla	792,000	696,000
Sale of polished diamonds		
Suashish Diamonds (Hong Kong) Limited	—	11,468,764
Suashish Jewels Inc	16,383,084	
Sale of jewellery		
Suashish Jewels Inc.	2,944,905,595	2,920,576,885
Purchase of polished diamonds		
Suashish Diamonds (Hong Kong) Limited	707,216	153,029,376
Purchase of rough diamonds		
Suashish Diamonds (Botswana) (Proprietary) Limited	—	54,987,789
Purchase of jewellery		
Suashish Jewels Inc.	575,558,012	504,435,411
Managerial remuneration		
Mr. Ashish R. Goenka	14,800,000	13,800,000
Mr. Pawankumar S. Bangla	1,755,620	1,870,855
Loan/Advance given		
Ashish Goenka HUF	—	2,705,000
Lavina Goenka	1,273,000	835,850
Loan/Advance given received back		
Ashish Goenka HUF	—	2,705,000
Lavina Goenka	1,273,000	835,850
Suashish Diamdeal India Limited	2,132,730	—
Suashish Properties Private Limited	3,006,588	—
Suashish Realtors Private Limited	2,600,017	—

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Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Share application money refund received		
Suashish Diamonds (Botswana) (Proprietary) Limited	—	128,287,370
Share application money received		
Suashish Finance Limited	—	88,000
Share application money written back		
Suashish Finance Limited	—	88,000
Investments made in subsidiaries		
Suashish Jewels Inc.	—	61,208,648
Sale of investments		
Suashish Diamonds (Botswana) (Proprietary) Limited	—	23,974
Capital introduced in partnership firm		
Goenka Trading Company	390,783,170	1,596,154,867
M.G. Investments	2,654,663,964	3,024,180,991
Mohinidevi Goenka Investment	629,695,110	2,025,267,180
Capital withdrawn from partnership firm		
Goenka Trading Company	490,955,578	2,845,298,377
M.G. Investments	1,329,782,308	1,401,972,677
Mohinidevi Goenka Investment	311,926,166	1,652,130,200
Share in profit/ (loss) from partnership firm		
Goenka Trading Company	(51,764,101)	64,399,156
M.G. Investments	87,701,068	36,559,631
Balances receivable as at year / year end		
Suashish Jewels Inc.	1,103,506,058	1,092,417,125
Goenka Trading Company	—	719,862,133
M.G. Investments	4,827,412,432	3,414,829,707
Mohinidevi Goenka Investment	738,714,896	
Balances payable as at year / year end		
Suashish Jewels Inc.	90,157,598	24,235,349

Goenka Laser House Private Limited, Suashish Properties Private Limited, Suashish Realtors Private Limited and Suashish Diamdeal (India) Limited, has given their office premises as security for working capital facility availed by the Company.

37. LEASE DISCLOSURES

The Company has entered into agreement for obtaining one office premises on rent which is in nature of operating leases. The period of lease range is for 11 months and is cancellable in nature. Amount paid / payable in respect of such leases are charged to statement of profit and loss on accrual basis.

38. EARNINGS PER SHARE

	Current Year 2014-2015	Previous Year 2013-2014
(i) Net profit/(loss) after tax available for equity share holders (Rs.)	658,388,899	692,009,378
(ii) Weighted average number of equity shares outstanding during the year/year	20,763,300	20,763,300
(iii) Basic and Diluted earnings/(loss) per share (Rs.)	31.71	33.33
(iv) Nominal value of share (Rs.)	10.00	10.00

39. The Company is required to comply with the transfer pricing regulations under Section 92-92F of the Income Tax-Act, 1961. The management is of the opinion that its international and domestic transactions are at arms length and that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.
40. The Company is required to spend Rs.12,988,439 (2% of average profit of Rs.649,421,937 for the three preceding financial years) towards Corporate Social Responsibility (CSR) as per provisions of Section 135 of the Companies Act, 2013. The Company is yet to incur CSR expenditure.
41. In the opinion of the Directors, current assets, loans, advances and deposits are approximately of the value stated, if realised in the ordinary course of business and are subject to confirmations.
42. The Company's equity shares has been delisted with effect from 30 June 2014 from the Bombay Stock Exchange on compliance of formalities for voluntary delisting of equity shares pursuant to the SEBI (Delisting of Equity Shares) Regulations 2009.
43. Previous year figures have been reclassified or rearranged, where necessary.

Signature to note '1' to '43'

As per our report of even date attached

For Suresh Surana & Associates LLP
Chartered Accountants

(Nirmal Jain)

Partner

Membership No. 034709

Mumbai; Dated: 22nd July, 2015

On behalf of the Board of directors

Ashish R. Goenka

Chairman & Managing Director

Rajesh R. Kedia

Wholetime Director

Prashantkumar De

Chief Financial Officer

Kushal V Gala

Company Secretary

Mumbai; Dated: 22nd July, 2015

Independent Auditors' Report

To,

The Members of

SUASHISH DIAMONDS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Suashish Diamonds Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and its associates, comprising of the consolidated balance sheet as at 31 March 2015, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of 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 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 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 consolidated 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.

Auditors' 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 in place an adequate internal financial controls system over financial reporting 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 audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis of for our qualified audit opinion on the consolidated financials statements.

Basis for Qualified Opinion:

Valuation of inventories of polished diamonds in the holding Company is in accordance with the industry practice though not consistent with Accounting Standard (AS)-2 'Valuation of Inventories' for the reasons mentioned in note 15, the impact of which on the profit for the year, reserves and surplus and inventories as at 31 March 2015 could not be ascertained.

Qualified Opinion:

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, 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 state of affairs of the Group and its associates as at 31 March 2015 and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

- (a) We did not audit the financial statements of seven subsidiaries whose financial statements reflect total assets of Rs. 8,422,114,942 as at 31 March 2015, total revenues of Rs. 3,951,587,088 and net cash outflows amounting to Rs. 44,801,658 for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub section (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is solely based on the report of the other auditors.
- (b) The adjustments for unrealised profit pertaining to unsold inventories, out of sales made within the Group, as at 1 April 2014 and as at 31 March 2015 of Rs.136,894,168 and Rs. 108,923,248 respectively, are as estimated by the management of the Company. In the absence of adequate basis to independently confirm the amounts of such adjustments, the same have been relied upon by us;
- (c) Our opinion on the consolidated financial statements, and our report on the other Legal and Regulatory Requirement below, is not modified in respect of the above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and a associate company incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that, 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 purpose of our audit of aforesaid consolidated financial statements;
 - b) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, 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, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, 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) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
 - f) On the basis of the relevant assertions contained in the audit reports on standalone financial statements of holding company and associate company which are incorporated in India none of the directors of any such company is disqualified as on 31 March 2015 from being appointed as director of the company in terms of sub-section 2 of section 164 of the Act.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on consolidated financial position of the group and its associate in accordance with the generally accepted accounting practice - Refer Note 27 to the consolidated financial statements;
 - ii. The Group and associates did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding company and associates incorporated in India.

For Suresh Surana & Associates LLP

Chartered Accountants

ICAI Registration No.121750W / W-100010

(Nirmal Jain)

Partner

Mumbai;

Dated: 22nd July, 2015

Membership No. 034709

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Our reporting on the Order includes holding company and a associates company incorporated in India, to which this Order is applicable.

1. a) The Holding Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets. The Associates company does not own any fixed assets.
- b) Fixed assets have been verified by the management in accordance with a phased programme of verification, which in our opinion, is reasonable having regard to the size of the Holding Company and the nature of its assets, though all the assets were not verified by the management during the year. No material discrepancies were noticed on such verification.
2. a) According to information and explanations given to us, the inventory has been physically verified by the management of the holding company during the year. In our opinion, the frequency of verification is reasonable.
- b) The procedures of physical verification of inventories followed by the management of the Holding company are reasonable and adequate in relation to the size of the Holding Company and the nature of its business.
- c) The Holding Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

Associates company do not have physical inventories.

3. a) According to information and explanations given to us, the Holding Company and Associates company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act except for interest free unsecured loans granted by the Holding company to 6 parties during the current year. The maximum amount involved during the year was Rs.1,855,800 and year-end balance was Rs. Nil.
- b) In our opinion and according to information and explanation given to us, in respect of loan given, there is no fixed repayment schedule.
- c) According to information and explanation given to us, there is no overdue amount of loan of more than rupees one lakh.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Holding Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have neither been informed nor have we observed any continuing failure to correct major weaknesses in internal control system. In Associates company there are no purchase of inventory, fixed assets and sale of goods and services during the year.
5. According to the information and explanations given to us, the Holding Company and Associate Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the rules framed thereunder during the year.
6. In our opinion and according to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (cost records and audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Holding Company and Associates Company for the year under audit.
7. (a) According to the information and explanation given to us, the Holding Company and Associate Company has been generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues as applicable with the appropriate authorities. No undisputed amounts payable in respect of aforesaid statutory dues were outstanding as on the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of income tax, sales tax, service tax, customs duty, wealth tax, excise duty, value added tax and cess, which have not been deposited on account of any dispute with the relevant authorities except disputed income tax, sales tax, service tax and custom duty dues which have not been deposited by the Holding Company as at 31 March 2015 are as under:

Name of the statute	Amount Rs.	Accounting period to which it relates	Forum where dispute is pending
Income Tax Act, 1961	750,193	2004-05	Supreme Court
Income Tax Act, 1961	1,892,667	2005-06	Appellate Tribunal
Income Tax Act, 1961	1,447,591	2007-08	Appellate Tribunal
Income Tax Act, 1961	2,714,602	2008-09	Appellate Tribunal
Income Tax Act, 1961	2,397,390	2009-10	CIT Appeals
Bombay Sales Tax Act	1,759,650	1993-94	Appellate Tribunal
Bombay Sales Tax Act	432,245	1994-95	Appellate Tribunal
Bombay Sales Tax Act	52,880	1995-96	Deputy Commissioner of Sales Tax Appeals IV
The Maharashtra Value Added Tax, 2002	2,830,890	2005-06	Sales Tax Officer (C-811)
The Maharashtra Value Added Tax, 2002	10,742,687	2008-09	Joint Commissioner of Sales Tax (Appeals) II
Central Sales Tax Act	1,718,109	2005-06	Sales Tax Officer (C-811)
Central Sales Tax Act	4,082,419	2008-09	Joint Commissioner of Sales Tax (Appeals) II
Finance Act 1994 - Service tax	27,552,539	2006-07 to 2010-11	Commissioner Service Tax
Finance Act 1994 - Service tax	563,726	2013-14	Additional Commissioner of Service Tax -II
Customs Act, 1962	2,593,013	2011-12	Additional Director - DRI

- (c) According to the information and explanations given to us, there are no amount that are due to be transferred by the Holding Company and Associates Company to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
8. The Holding Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year. Associate Company has accumulated losses at the end of the financial year exceeding fifty percent of its net worth. The Associate Company has not incurred cash losses during the financial year and in the immediately preceding financial year.
 9. Based on audit procedures and according to the information and explanations given to us, the Holding Company has not defaulted in repayment of dues to banks. The Holding Company does not have any borrowings from the financial institutions or by way of debentures. The Associate company do not have any borrowings from banks, financial institutions or by way of debentures.
 10. According to the information and explanations given to us, the Holding Company and Associate Company has not given guarantees for loans taken by others from banks or financial institutions. Accordingly, the paragraph 3 (x) of the Order is not applicable.
 11. Holding Company and Associates Company has not raised any term loan during the financial year.
 12. During the course of our examination of the books and records of the Holding Company and Associate Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instances of fraud on or by the Holding Company and Associate Company, noticed or reported during the year, nor have we been informed of any such cases by the management of Holding Company and Associate Company.

For Suresh Surana & Associates LLP
Chartered Accountants
ICAI Registration No.121750W / W-100010

(Nirmal Jain)

Partner

Membership No. 034709

Mumbai;

Dated: 22nd July, 2015

Consolidated Balance Sheet

As at 31 March, 2015

Particulars	Note No.	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	3	208,120,500	208,120,500
Reserves and surplus	4	9,166,288,178	8,429,369,917
		<u>9,374,408,678</u>	<u>8,637,490,417</u>
Minority interest		557,347,283	456,131,197
Non-current liabilities			
Deferred tax liabilities (Net)	5	20,744,318	21,693,619
Other long term liabilities	6	6,815,756	6,966,028
Long-term provisions	7	7,953,311	5,037,008
		<u>35,513,385</u>	<u>33,696,655</u>
Current liabilities			
Short-term borrowings	8	1,239,600,850	531,161,483
Trade payables	9	1,507,377,909	686,835,349
Other current liabilities	10	46,005,077	66,066,178
Short-term provisions	11	64,558,484	25,017,115
		<u>2,857,542,320</u>	<u>1,309,080,125</u>
TOTAL		<u><u>12,824,811,666</u></u>	<u><u>10,436,398,394</u></u>
ASSETS			
Non-current assets			
Fixed assets			
(i) Tangible assets	12	477,053,540	515,867,473
(ii) Intangible assets	12	11,876,939	8,835,347
(iii) Capital work-in-progress		7,901,491	10,482,551
Non-current investments	13	6,910,512,981	5,255,362,263
Long-term loans and advances	14	47,999,237	88,793,040
		<u>7,455,344,188</u>	<u>5,879,340,674</u>
Current assets			
Inventories	15	1,967,168,437	1,289,908,178
Trade receivables	16	1,145,045,157	1,296,992,255
Cash and bank balances	17	2,055,759,026	1,438,865,474
Short-term loans and advances	18	175,353,474	336,599,177
Other current assets	19	26,141,384	194,692,636
		<u>5,369,467,478</u>	<u>4,557,057,720</u>
TOTAL		<u><u>12,824,811,666</u></u>	<u><u>10,436,398,394</u></u>

Significant accounting policies

2

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

On behalf of the Board of directors

For **Suresh Surana & Associates LLP**
Chartered Accountants

Ashish R. Goenka

Chairman & Managing Director

Rajesh R. Kedia

Wholetime Director

(Nirmal Jain)

Prashantkumar De

Chief Financial Officer

Partner

Kushal V Gala

Company Secretary

Membership No.: 034709

Mumbai; Dated: 22nd July, 2015

Mumbai; Dated: 22nd July, 2015

Consolidated Statement of Profit and Loss

For the year ended 31 March, 2015

Particulars	Note No.	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Revenue from operations	20	8,438,558,658	10,088,578,334
Other income	21	444,362,130	558,295,414
Total Revenue		8,882,920,788	10,646,873,748
Expenses:			
Cost of materials	22	6,720,719,769	8,367,924,916
Changes in inventories of finished goods / traded goods and work-in-progress	23	(257,489,344)	337,009,802
Employee benefits expense	24	303,793,741	201,032,480
Finance costs	25	32,368,251	19,042,696
Depreciation and amortisation expense		47,765,770	42,476,791
Other expenses	26	1,153,523,238	841,656,496
Total expenses		8,000,681,425	9,809,143,181
Profit before tax and exceptional items		882,239,363	837,730,567
Exceptional Items			
Profit on Sale of Investment in subsidiary company		—	139,768,776
Profit before tax		882,239,363	977,499,343
Tax expense:			
Current tax		(182,252,445)	(201,759,236)
Deferred tax		949,301	(522,885)
Prior year tax adjustments (net)		3,555,308	51,581
Profit after tax before share of profit/(loss) of associates and minority interest		704,491,527	775,268,803
Minority interest loss / (profit) for the year		(27,049,275)	(22,343,518)
Transferred to partners capital		11,199,999	(4,765)
Profit for the year		688,642,251	752,920,520
Earnings per equity share:			
(1) Basic		33.17	36.26
(2) Diluted		33.17	36.26
Nominal value of equity shares		10.00	10.00

Significant accounting policies

2

The accompanying notes are an integral part of the financial statements

As per our report of even date attached

For **Suresh Surana & Associates LLP**
Chartered Accountants

(Nirmal Jain)

Partner

Membership No.: 034709

Mumbai; Dated: 22nd July, 2015

On behalf of the Board of directors

Ashish R. Goenka**Rajesh R. Kedia****Prashantkumar De****Kushal V Gala**Mumbai; Dated: 22nd July, 2015

Chairman & Managing Director

Wholetime Director

Chief Financial Officer

Company Secretary

CONSOLIDATED CASH FLOW AS AT 31 MARCH, 2015

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before tax & exceptional item but after share of profit/(loss) of associates and minority interest	866,390,087	815,382,284
Adjustments for:		
Depreciation/amortisation	47,765,770	42,476,791
Loss / (Profit) on sale of fixed assets (net)	1,395,776	(64,652,782)
Fixed assets written off	-	24,897,701
Dividend income	(30,581,635)	(118,839,698)
Interest income	(175,641,915)	(124,822,445)
Interest expense	25,787,333	16,096,704
Interest on income tax	7,105,447	1,215,805
Change in translation reserve	49,079,448	(8,044,227)
Operating profit before working capital changes	791,300,311	583,710,132
Adjustments for change in working capital:		
Trade and other receivables	523,358,400	866,817,339
Inventories	(677,260,258)	546,929,379
Trade and other payables	904,368,009	5,901,946
Cash generated from / (used in) operations	1,541,766,462	2,003,358,796
Taxes paid	(124,900,412)	(175,994,947)
Net cash generated from / (used in) operating activities (A)	1,416,866,050	1,827,363,849
B. CASH FLOW FROM INVESTING ACTIVITIES		
Payments made for purchase of fixed assets / capital expenditure	(12,773,595)	166,928,645
Proceeds from sale of fixed assets	233,414	89,599,498
Changes in investments (net)	(1,655,150,718)	(1,967,284,092)
Loans (granted) / received back	(24,710,682)	1,665,942,990
Dividend received	30,581,635	118,839,698
Interest received	179,764,882	115,616,226
Changes in capital reserves arising on consolidation	(472,860)	(1,009,800)
Net cash generated from / (used in) investing activities (B)	(1,482,527,924)	188,633,165
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (decrease) in borrowings (net)	708,439,367	(1,785,664,735)
(Increase)/Decrease in investments in fixed deposits with banks (Having original maturities beyond three months)	(524,154,690)	(218,051,478)
Interest (paid)	(25,787,333)	(16,546,881)
Dividend paid for earlier years	(96,608)	(145,968)
Changes in securities premium account	-	(4,084,904)
Net cash (used in) / generated from financing activities (C)	158,400,736	(2,024,493,966)
Net (decrease) / increase in cash and cash equivalents (A+B+C)	92,738,862	(8,496,952)
Cash and cash equivalent at beginning of year	197,973,489	206,470,441
Cash and cash equivalent at end of year	290,712,351	197,973,489
Net increase/(decrease) as disclosed above	92,738,862	(8,496,952)
Cash and cash equivalents as at year end comprise of:		
Balance with banks	287,500,243	178,954,976
Cash on hand	3,212,108	19,018,513
	290,712,351	197,973,489

Note: Movement in fixed deposits with original maturities beyond three months have been classified under cash flows from financing activities as the working capital facilities are intended to be settled with the maturity value of fixed deposits.

Significant accounting policies

2

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date attached
For **Suresh Surana & Associates LLP**
Chartered Accountants
(**Nirmal Jain**)
Partner
Membership No.: 034709
Mumbai; Dated: 22nd July, 2015

On behalf of the Board of directors
Ashish R. Goenka
Rajesh R. Kedia
Prashantkumar De
Kushal V Gala
Mumbai; Dated: 22nd July, 2015

Chairman & Managing Director
Wholtime Director
Chief Financial Officer
Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

1. DESCRIPTION OF THE GROUP

Suashish Diamonds Limited ("the Company"), its subsidiaries and its associates (collectively referred as "the Group") is a leading exporter of cut and polished diamonds and jewellery. The Group's principal operations are located in India and have operations in Hong Kong, U.S.A., China, Canada.

2. SIGNIFICANT ACCOUNTING POLICIES**a) Basis of preparation of consolidated financial statements**

These consolidated financial statements have been prepared and presented under the historical cost convention, except as disclosed in the financial statements, on the 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) - 23 'Accounting for Investments in Associates in Consolidated Financial Statements' to the extent applicable. The consolidated financial statements are presented in Indian rupees.

b) Use of estimates

The preparation of consolidated 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 the consolidated 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 results could differ from these estimates.

c) Principles of consolidation

- 1) The consolidated financial statements include the financial statements of Suashish Diamonds Limited, the parent company (hereinafter referred to as 'the Company'), its subsidiaries (collectively referred to as the 'Group') and its associates.

The consolidated financial statements have been prepared on the following basis:

- i. The financial statements of the parent company and the subsidiaries have been combined on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating intra-group balances / transactions and resulting unrealized profits in full. Unrealized losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the Group. The amounts shown in respect of reserves comprise the amount of the relevant reserves as per the balance sheet of the parent company and its share in the post acquisition increase in the relevant reserves of the subsidiaries.

Transactions relating to Statement of Profit and Loss of the acquired subsidiaries have been included in the Consolidated Statement of Profit and Loss from the effective date of acquisition on proportionate basis assuming that profits / loss have accrued evenly through out the year wherever financial statements are not drawn till the date of acquisition.

- ii. The excess of the cost of acquisition of investments in the subsidiaries over the acquired portion of equity in the subsidiaries is recognized in the financial statements as 'goodwill'. The excess of acquired portion of equity in subsidiaries over the cost of acquisition of investments in the subsidiaries is recognized in the financial statements as 'capital reserve'.
- iii. Minority interest in the net assets of consolidated subsidiaries consists of:
 - (a) the amount of equity attributable to minorities at the date on which investment in subsidiary is made; and
 - (b) the minorities share of movements in equity since the date the parent and subsidiary relationship came into existence.
- iv. Investments in associates are accounted under equity method as per Accounting Standard (As) – 23 "Accounting for Investments in Associates in Consolidated Financial Statements". Under the equity method, the investment is initially recorded at cost, identifying goodwill/capital reserve arising at the time of acquisition and the carrying amount is increased/ decreased to recognize Group's share of profits/losses of the associates after the date of acquisition. Goodwill/Capital reserve arising on acquisition of the associates is included in the carrying amount of the respective investments. Unrealized profits resulting from transactions between the Group and the associates are eliminated to the extent of Group's interest in the associates. Unrealized losses resulting from intra-group transactions have also been eliminated except to the extent that recoverable value of related assets is lower than their cost to the Group.
- v. The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.
- vi. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances to the extent possible.

2) The subsidiary companies considered in the consolidated financial statements are:

Name of the Subsidiaries	Country of incorporation	Extent of holding (%)	Effective date of becoming subsidiary
Suashish Diamonds (Hong-Kong) Limited	Hong Kong	100.00 (100.00)	23/06/1994
Suashish Diamonds Shanghai Limited	China	100.00 (100.00)	05/03/2004
Suashish Jewels Inc.	USA	100.00 (100.00)	12/04/2005
Suashish Jewels Canada Inc.	Canada	100.00 (100.00)	10/02/2011
Suashish Diamonds (Botswana) (Proprietary) Limited	Botswana	— (— #)	29/08/2005
M/s. Goenka Trading Company	India	90.00* (90.00)*	01/09/2007
M/s. Mohinidevi Goenka Investments	India	99.00* (99.00)*	01/12/2007
M/s. M. G. Investment	India	70.00* (70.00)*	17/01/2011

Note: Figures in brackets are corresponding figures of the previous year.

* Share in profit / (loss) of partnership firm.

In the previous year on 30th March 2014 it ceased to be a subsidiary of the Company and before cessation it was 100% subsidiary company.

3) The Associates considered in the consolidated financial statements are:

Name of the Associates	Country of incorporation	Extent of interest (%)	Effective date of becoming associate
Suashish Finance Limited	India	49.68 (49.68)	27/04/1994
Suashish Realty LLP.	India	35.00 (35.00)	09/03/2007

Note: Figures in brackets are corresponding figures of the previous year.

d) Fixed assets

Tangible fixed asset

Fixed assets are stated at cost of acquisition or construction (inclusive of freight, duties, taxes and incidental expenses) less accumulated depreciation. Borrowing costs directly attributable to acquisition or construction of those fixed assets which necessarily take a substantial period of time to get ready for their intended use are capitalized.

Intangible fixed asset

The system software where it is expected to provide future enduring economic benefits is capitalised. The capitalised cost includes license fees and cost of implementation / system integration services. The costs are capitalised in the period in which the relevant software is implemented for use.

e) Depreciation / Amortization

Depreciation on assets is provided on 'Written-down Value Method' (except in the case of subsidiary, Suashish Diamonds (Hong Kong) Limited), at the rates based on the estimated useful life of the respective assets, as determined by the management or on the basis of minimum depreciation rates as prescribed under the respective domestic laws of the country of incorporation. Depreciation in respect of Suashish Diamonds (Hong Kong) Limited is provided on straight-line method at rates based on the estimated useful life of respective assets.

Depreciation on assets in partnership firms (subsidiary enterprises) is provided as allowable under Income Tax Act, 1961.

Depreciation on Windmill is provided on straight-line method and on cost of improvement of leasehold premises are provided on written down value method @ 10%.

Leasehold land and leasehold premises is amortized over the lease period.

f) Investments

Investments in associates are accounted under the equity method in the consolidated financial statements. The carrying amount is reduced to recognize diminution in value, wherever the decline is other than a temporary decline. Investments are classified into long term and current investments. Investments, which are intended to be held for more than one year, are classified as long-term investments and other investments are classified as current investments. Long-term investments are valued at cost less diminution in value wherever the decline is other than a temporary decline. Current investments are carried at lower of cost or market value, on scrip wise basis.

g) Inventories

- i. Raw materials - Rough diamonds are valued at the lower of cost and net realizable value. The cost is determined on weighted average basis by adding purchase price, commission on purchase and cleaving charges and by reducing the sale value of rough rejections sold.
- ii. Raw materials - Jewellery (gold, precious stones and others) are valued at the lower of cost and net realizable value. The cost is determined by First-in First-out (FIFO)/ specific identification basis.
- iii. Finished goods - Polished diamonds are valued at the lower of estimated cost as certified by directors and net realizable value.
- iv. Finished goods - Jewellery is valued at the lower of cost (consisting of material cost and cost of conversion) and net realizable value. The cost is determined on FIFO/specific identification basis.
- v. Finished goods - Commodity is valued at the lower of cost (including brokerage and quantity discounts) or net realizable value. The cost of material is determined on FIFO basis.
- vi. Work-in-progress of Jewellery is valued at material cost including appropriate production overheads.
- vii. Traded goods and stores and spares are valued at the lower of cost or net realizable value. Cost is determined on FIFO basis.
- viii. Gold and silver recovered from dust are valued at market rate.

h) Revenue recognition

- i. Revenue from export sales is recognized when delivery of goods is physically given to Customs authorities. Revenue from domestic sales is recognized when goods are delivered to the customers and the title of goods passes to the customers.
- ii. Income from sale of wind energy is recognized as per terms of agreement with parties.

i) Foreign currency transactions and translation of financial statements of foreign subsidiaries

- i. Foreign currency transactions are recorded at the exchange rates prevailing on the date of such transactions. Monetary assets and liabilities as at the Balance Sheet date are translated at the rates of exchange prevailing at the date of the Balance Sheet. Gains and losses arising on account of differences in foreign exchange rates on settlement/ translation of monetary assets and liabilities are recognized in the Statement of Profit and Loss. Non-monetary foreign currency items are carried at cost.
- ii. The premium or discount arising at the inception of forward exchange contract is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the reporting period in which the exchange rates changes. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognized as income or as expense for the year.
- iii. Any profit or loss arising on settlement or cancellation of other derivative contracts (swaps and currency options) is recognized as income/ expenses for the year.
- iv. The translation of functional currency of overseas subsidiaries into Indian Rupees is performed for assets and liabilities (excluding share capital, opening reserves and surplus and capital reserves) using the exchange rate as at the balance sheet date and for revenues, costs and expenses (except depreciation and opening and closing inventories) using average of exchange rates during the reporting year. Share capital, opening reserves and surplus and capital reserves are carried at historical cost. Depreciation is translated at the rates used for the translation of the values of the assets on which depreciation is calculated. Opening and closing inventories are translated at the rates prevalent at the commencement of the accounting year and at the balance sheet date respectively. Resultant currency translation exchange gain / loss is disclosed as "Translation Reserve" in reserves and surplus. Contingent liabilities are translated at the closing rate.

j) Financial / derivative instruments

Profit / loss in respect of the contracts for equity/commodities/currency futures/options are accounted in the statement of profit and loss on the expiry of the respective contract or on the same being squared-off.

In case of unsettled contracts as at the balance sheet date, mark-to-market position is recognized in case of losses and ignored in case of profits, considering conservative principle.

k) Retirement benefits

Liabilities towards employee retirement benefits such as gratuity, leave encasement, provident funds, etc. are provided in compliance with the requirements of domestic laws of the respective countries.

l) Borrowing costs

Borrowing costs directly attributable to acquisition or construction of fixed assets, which necessarily take substantial year of time to get ready for their intended use, are capitalized till such assets are ready to be put to use. Other borrowing costs are charged to statement profit and loss.

m) Taxation

Tax expense comprises of current and deferred tax. Current income taxes are measured at the amount expected to be paid to the tax authorities in accordance with the requirements of domestic laws of the respective countries. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable/virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably/virtually certain that sufficient future taxable income will be available against which such deferred tax assets can be realized.

n) Earnings per share

The basic earnings per share ("EPS") is computed by dividing the net profit after tax for the year available for the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year available for equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

o) Impairment

At each balance sheet date, the Group determines whether a provision should be made for impairment loss on fixed assets (including intangible assets), by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS) - 28 'Impairment of Assets'. Where the recoverable amount of any fixed assets is lower than its carrying amount, a provision for impairment loss on fixed assets is made. At the balance sheet date there is an indication that previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets is reflected at the recoverable amount subject to a minimum of depreciated historical cost.

p) Provisions, contingent liabilities and contingent assets

A provision is made when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. A disclosure for a 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. Contingent assets are neither recognized nor disclosed in the financial statements.

q) Credit risk reserve

The Group is primarily engaged in the business of diamonds and jewellery in which it is required to extend prolonged years of credit to its customers. As such, the debtors constitute a significant part of the assets and are unsecured. Credit Risk Reserve is created by the Group to meet exceptional losses on this account as a matter of prudence. Based on the activity level, extent of receivables, the credit risk perception and other relevant factors, further transfers to this reserve are considered.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2015

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
3 SHARE CAPITAL		
Authorised:		
25,000,000 (25,000,000) Equity shares of Rs.10 each	250,000,000	250,000,000
2,000,000 (2,000,000) Redeemable cumulative non- convertible preference shares of Rs.100 each	200,000,000	200,000,000
Total	<u>450,000,000</u>	<u>450,000,000</u>
Issued, subscribed and paid up:		
20,763,300 (as at 31 March 2014: 20,763,300) Equity shares of Rs.10 each fully paid up	207,633,000	207,633,000
Add: Forfeited shares (amount originally paid-up)	487,500	487,500
Total	<u>208,120,500</u>	<u>208,120,500</u>
a) Details of reconciliation of the number of shares outstanding at the beginning and at the end of the reporting year:		
Particulars	As at 31/03/2015	As at 31/03/2014
	Number	Number
	(Rs.)	(Rs.)
Equity shares:		
Shares outstanding at the beginning of the year	20,763,300	20,763,300
Shares issued during the year	—	—
Shares outstanding at the end of the year	<u>20,763,300</u>	<u>20,763,300</u>
b) Terms/ rights attached to equity shares		
The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed, if any by, the Board of Directors is subject to approval of the shareholders in ensuing annual General Meeting.		
In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.		
c) Details of shares in the company held by each shareholder holding more than 5 percent:		
Name of Shareholder	As at 31/03/2015	As at 31/03/2014
No. of Shares held	% of Holding	% of Holding
Radiant Holdings Private Limited	3,371,000 16.24	3,371,000 16.24
Rapid Holdings Private Limited	3,371,000 16.24	3,371,000 16.24
Goenka Holdings Private Limited	3,371,100 16.24	3,371,100 16.24
Fabulous Holdings Private Limited	3,371,000 16.24	3,371,000 16.24
Ashish Rameshkumar Goenka	2,575,352 12.40	— —
Ishan Ashish Goenka	1,558,088 7.50	1,558,088 7.50
d) The Company has neither allotted any shares for consideration other than cash or as bonus shares nor any shares had been bought back by the Company during the last five years.		

Suashish Diamonds Limited

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
4 RESERVES AND SURPLUS		
Securities premium account	1,061,028,288	1,061,028,288
General reserve	2,019,850,404	2,019,850,404
Credit risk reserve	145,367,664	145,367,664
Capital reserves arising on consolidation	11,219,485	11,692,345
Translation reserves	32,388,053	(16,360,817)
Surplus in statement of profit and loss:		
Opening balance	5,207,792,033	4,464,758,720
Profit for the year	688,642,251	752,920,521
Adjustment on disposal of subsidiary	—	(9,887,208)
Closing balance	5,896,434,284	5,207,792,033
Total	9,166,288,178	8,429,369,917
5 DEFERRED TAX LIABILITIES (NET)		
Deferred tax liabilities:		
Depreciation	21,111,747	22,100,785
Total (a)	21,111,747	22,100,785
Less: Deferred tax assets:		
Provision for gratuity	112,867	110,852
Expenses allowable on payment basis	207,422	203,718
Amalgamation expenses	47,140	92,596
Total (b)	367,429	407,166
Total (a-b)	20,744,318	21,693,619
Certain subsidiaries have not recognized deferred tax assets (net) as at year end in their respective separate financial statements, due to absence of reasonable / virtual certainty regarding realisability of deferred tax assets in future. Hence such deferred tax assets (net) have not been considered in the consolidated financial statements.		
6 OTHER LONG TERM LIABILITIES		
Security deposits	6,815,756	6,966,028
Total	6,815,756	6,966,028
7 LONG TERM PROVISIONS		
Provision for employee benefits:		
Leave encashment (unfunded)	1,397,422	526,179
Gratuity (unfunded)	6,555,889	4,510,829
Total	7,953,311	5,037,008
8 SHORT TERM BORROWINGS		
Secured		
Working capital loans - from banks		
In rupees	933,942,995	282,480,123
Bank overdraft	305,657,855	248,681,360
Total	1,239,600,850	531,161,483
Working capital loans - from banks - in Rupees		

Working capital loans from banks are secured by hypothecation of entire current assets (first pari passu) of the Company, equitable mortgage by deposit of title deeds of factory building at Borivali and office premises of the Company at Bharat

Diamond Bourse and office premises of four companies in which directors have significant influence, corporate guarantee of four companies in which directors have significant influence and lien on fixed deposits.

Loans carries interest 10.20% to 12.03% p.a. (previous year @10.00% to 12.75% p.a.)

Bank overdraft

Secured by lien on fixed deposits of Rs.406,844,000 (as at 31 March 2014 Rs.375,358,411).

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
9 TRADE PAYABLES		
Trade payables	1,507,377,909	686,835,349
Total	<u>1,507,377,909</u>	<u>686,835,349</u>
10 OTHER CURRENT LIABILITIES		
Advances from customers	1,262,712	1,345,999
Book overdraft	15,804,201	33,694,560
Unclaimed dividends*	210,274	306,882
Payable to employees	1,417,057	9,824,681
Sundry creditor for fixed assets	24,198	58,653
Sundry creditor for others	2,137,613	65,645
Security deposits	13,145,053	8,195,158
Other liabilities	325,269	—
Statutory dues payable	11,678,700	12,574,600
Total	<u>46,005,077</u>	<u>66,066,178</u>
* Amount include Rs.Nil (as at 31/03/2014 Rs.96,608) which is required to be credited to the Investor Education and Protection Fund.		
11 SHORT TERM PROVISIONS		
Provision for employee benefits:		
Leave encashment (unfunded)	58,062	73,168
Gratuity (unfunded)	351,270	828,406
Other provisions:		
Provision for taxation (net)	63,880,311	24,112,312
Provision for wealth tax	268,841	3,229
Total	<u>64,558,484</u>	<u>25,017,115</u>

(Amount in Rupees)

12 FIXED ASSETS

Particular	TANGIBLE ASSETS							INTANGIBLE ASSETS	
	Leasehold land	Buildings	Leasehold premises	Plant and equipment	Office equipment	Furniture and fixtures	Vehicles	Total	Computer software
Gross block (At cost)									
As at 1 April 2013	845,000	395,846,946	75,922,000	445,779,453	61,681,160	95,000,453	26,513,647	1,101,588,659	13,122,390
Adjustment on translation	-	4,194,490	-	-	37,743	2,159,645	-	6,391,879	-
Additions	-	9,008,781	4,543,625	5,858,973	6,392,881	13,877,193	1,737,714	41,419,167	4,156,220
Disposals	-	(43,764,970)	-	(2,255,023)	(251,650)	-	-	(46,271,643)	-
Adjustments (Refer note 3 below)	-	-	-	(62,803,121)	-	(13,798,861)	(2,027,860)	(78,629,842)	-
As at 31 March 2014	845,000	365,285,247	80,465,625	386,580,282	67,860,134	97,238,430	26,223,501	1,024,498,219	17,278,610
Adjustment on translation	-	-	43,821	17,660	-	(391,977)	-	(330,496)	-
Additions	-	374,294	-	5,571,047	1,292,584	1,327,029	1,718,673	10,283,627	3,669,570
Disposals/adjustments (Refer note 4 below)	-	-	-	(13,917,363)	(141,630)	(82,398)	(860,497)	(15,001,888)	-
As at 31 March 2015	845,000	365,659,541	80,509,446	378,251,626	69,011,088	98,091,084	27,081,677	1,019,449,462	20,948,180
Depreciation									
Upto 31 March 2013	232,375	113,028,902	3,995,868	279,823,778	41,077,899	72,879,654	14,456,242	525,494,718	3,777,224
Adjustment on translation	-	836,849	-	-	8,802	1,731,999	-	2,577,649	-
For the year	42,250	6,071,753	817,093	15,627,741	5,616,117	6,544,604	3,091,194	37,810,752	4,666,039
On disposals	-	(8,630,620)	-	(2,303,525)	(219,145)	(10,376,408)	(14,301)	(21,543,999)	-
Written off	-	-	-	-	-	-	(1,528,232)	(1,528,232)	-
Adjustments (refer note 3 below)	-	-	-	(27,165,757)	-	(7,215,549)	201,163	(34,180,143)	-
Upto 31 March 2014	274,625	111,306,884	4,812,961	265,982,237	46,483,673	63,564,300	16,206,066	508,630,746	8,443,263
Adjustment on translation	-	-	43,929	-	6,662	(50,509)	-	81	-
For the year	42,250	4,947,596	849,664	26,854,266	2,551,650	7,903,525	3,988,840	47,137,792	627,978
On disposals/adjustments	-	-	-	(12,441,315)	(46,518)	(67,393)	(817,472)	(13,372,698)	-
Upto 31 March 2015	316,875	116,254,480	5,706,554	280,395,188	48,995,468	71,349,924	19,377,434	542,395,921	9,071,241
Net Block									
As at 31 March 2014	570,375	253,978,363	75,652,664	120,598,045	21,376,461	33,674,130	10,017,435	515,867,473	8,835,347
As at 31 March 2015	528,125	249,405,062	74,802,892	97,856,438	20,015,621	26,741,160	7,704,243	477,053,540	11,876,939

Notes:

- Gross block of vehicles of the Company includes Rs.4,751,659 (as at 31/03/2014 Rs.4,751,659) registered in the name of the employees.
- Gross block of plant and equipment includes Rs.4,605,000 (as at 31/03/2014 Rs.4,605,000) being Company's share in cost of assets whose ownership is not with the Company.
- Adjustments for the previous year represents assets transferred on account of sale of investment in a subsidiary company
- The Company has revised useful life of certain assets as per the useful life specified in the Schedule II of the Companies Act, 2013. Depreciation of Rs.1,325,869 has been charged to the profit and loss account for the assets in respect of which the remaining useful life is Nil as on 1 April 2014 and in respect of other assets on that date, depreciation has been calculated based on the remaining useful life of those assets. Had the Company continued with the previously adopted useful life of such assets, charge of depreciation for the year ended 31 March 2015 would have been lower by Rs.8,987,519.

B) LEASE DISCLOSURE:

- Buildings includes part of premises which have been given on lease to six parties, for which gross block, depreciation charge and net block cannot be separately determined. The company has earned a rent of Rs.12,249,275 (previous year Rs.6,142,860) on the above leased premises during the year.
- The future minimum lease receipts under operating leases in the aggregate is as follows:

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
Not later than one year	6,446,315	10,466,654
Later than one year and not later than five year	8,504,807	12,111,868
Later than five years	—	—

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
13 NON CURRENT INVESTMENTS		
(At cost)		
Trade, Unquoted and Long-term:		
In Associates		
3,850,000 (3,850,000) Equity shares of Rs. 10 each fully paid up of Suashish Finance Limited (net off provision for diminution in value of Investment)	—	—
In capital of partnership firm:		
Suashish Realty LLP (Associate)	2,276,178	2,470,702
Other investments (Unquoted unless otherwise stated):		
In Equity shares - Quoted	3,496,913,188	2,968,119,576
In Equity shares	4,205,974	4,227,564
In Venture capital fund	8,437,500	9,625,000
In Preference shares	2,475,141	2,486,939
In Debentures	28,045,500	56,519,500
In Mutual Funds	3,205,897,104	2,109,767,905
In Bond of National Bank for Agriculture And Rural Development (NABARD) of maturity value of Rs.20,000 each	100,564,680	40,473,600
995.0 Standard Gold Bar 2,070 gms (2,050 gms)	2,687,866	2,661,627
Investment in Silver Coins	6,500	6,500
Investment in Jewellery	1,209,780	1,209,780
In Immoveable Properties - Buildings	57,793,570	57,793,570
Total	6,910,512,981	5,255,362,263
14 LONG TERM LOANS AND ADVANCES		
(Unsecured and considered good)		
Loans to staff	—	231,517
Loans to others	122,789	—
Capital advances	1,632,851	265,851
Prepaid expenses	625,297	664,452
Security deposits	31,864,295	32,534,310
Taxes paid (net of provision)	9,848,319	51,469,578
VAT refund recoverable	39,646	29,415
Interest receivable	3,866,040	3,528,767
Commission and brokerage receivable	—	69,150
	47,999,237	88,793,040

Suashish Diamonds Limited

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
15 INVENTORIES		
(As taken, valued and certified by the management)		
Raw materials:		
- Rough diamonds	418,640,853	136,451,632
- Gold	125,040,012	11,687,464
- Others	79,934,848	60,858,621
Work in progress: jewellery	141,378,965	90,687,422
Finished goods / traded goods:		
- Polished diamonds	172,427,963	65,670,328
- Jewellery	796,076,339	654,036,174
- Commodities/bullions/securities	220,000,000	262,000,000
Consumables, stores and spares	13,669,457	8,516,537
Total	1,967,168,437	1,289,908,178
In respect of the stock of finished goods (polished diamonds), cost is based on technical estimate by the management to avoid distortion in valuation. The basis of computing cost used on consistent basis though in line with generally accepted industry practice, is a deviation from the method prescribed by Accounting Standard (AS) – 2 ‘Valuation of Inventories’. As per Accounting Standard (AS) -2 ‘Inventories’ are required to be valued at lower of cost and net realisable value and cost should be assigned by using First-in First-out (FIFO) or weighted Average Cost formula.		
The impact on profit for the year, reserves and surplus and inventories as at 31 March 2015, if any, due to the above deviations is not ascertainable.		
16 TRADE RECEIVABLES		
(Unsecured, considered good)		
Debts outstanding for a period exceeding six months from the date they are due for payment	136,657,217	734,308
Others	1,008,387,940	1,296,257,947
Total	1,145,045,157	1,296,992,255
17 CASH AND BANK BALANCES		
Cash and cash equivalents:		
Balance with banks	287,500,243	178,954,976
Cash on hand	3,212,108	19,018,513
	290,712,351	197,973,489
Other bank balances:		
Fixed and margin deposit accounts	1,421,310,954	1,240,585,103
(under lien against borrowing, overdraft facility, guarantee and with government authorities)	—	—
Bank deposits	343,525,447	—
Unpaid dividend account	210,274	306,882
	1,765,046,675	1,240,891,985
Total	2,055,759,026	1,438,865,474

Particulars	As at 31/03/2015 (Rs.)	As at 31/03/2014 (Rs.)
18 SHORT-TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
Loans to staff	1,081,272	1,772,088
Advances to suppliers	84,009,126	15,975,024
Loans and advances to related parties	—	42,523,876
Advances recoverable in cash or in kind or for value to be received	54,245,736	259,403,528
Taxes paid (net of provision)	28,982,244	8,495,158
Prepaid expenses	5,911,858	7,411,541
Security deposits	1,123,238	1,017,962
Total	175,353,474	336,599,177
Loans and advances to related parties includes:		
Suashish Properties Pvt. Ltd.	—	22,870,885
Suashish Realtors Pvt. Ltd.	—	17,488,820
Suashish Diamdeal (I) Ltd.	—	2,135,411
Goenka Laser House Pvt. Ltd.	—	3,760
Ashish R. Goenka (partner in a partnership firm)	—	25,000
Total	—	42,523,876
19 OTHER CURRENT ASSETS		
Interest accrued but not due	26,141,384	30,601,622
Dividend receivable	—	495,207
Receivable against forward contract	—	163,595,807
Total	26,141,384	194,692,636
20 REVENUE FROM OPERATIONS		
Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Sales of raw materials / finished goods / traded goods:		
Sale of diamonds	4,104,378,872	5,249,320,377
Sale of jewellery	4,214,265,797	3,671,235,725
Sale of commodities/ bullions	6,070,824	1,152,944,314
Sale of securities	105,330,138	8,000,000
Sale of electricity generated from windmills	8,513,027	7,077,918
Total	8,438,558,658	10,088,578,334

21 OTHER INCOME

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Interest income:		
on fixed deposit with banks / security deposit	95,400,946	103,467,763
on income tax refund	7,105,447	—
Income from investments:		
Dividend income on long term investments (other than trade)	30,581,635	118,839,698
Interest income on debentures/bonds	80,240,969	46,077,284
Gain / (loss) on sale of long term investments (Other than trade)	51,544,156	18,825,139
Profit / (loss) from dealing in derivative instruments	190,294	(1,164,182)
Profit / (loss) on sale of shares	113,771,735	12,142,985
Shares of Gain/loss from partnership firm:		
- Suashish Realty LLP	(5,524)	(4,852)
Exchange rate difference (net)	9,262,298	171,557,165
Rent	22,343,020	8,463,501
Profit on sale of fixed assets (net)	—	64,652,783
Balance written-back (net)	5,542,639	(3,136,116)
Commission and brokerage	17,868,103	—
Miscellaneous income	10,516,412	18,574,246
Total	444,362,130	558,295,414

22 COST OF MATERIALS
a) Raw materials consumed / sold:

Opening stock	208,997,717	418,585,615
Add: Purchases [including commission on imports and cleaving charges]	5,740,199,094	2,664,213,072
Less: Closing stock	623,615,714	208,997,717
Less: Closing stock on disposal of subsidiary company		159,609,082
Total	(a) 5,325,581,097	2,714,191,888

b) Purchase of finished goods / traded goods:

- Diamonds	1,087,743,483	4,273,841,234
- Jewellery	244,342,955	375,150,781
- Commodity / bullion / securities	62,858,542	1,004,672,821
Total	(b) 1,394,944,980	5,653,664,836

c) Net loss/(income) on buyers credit #

Total	(c) 193,692	68,192
Total	6,720,719,769	8,367,924,916

The Company has availed buyer's credit in foreign currency from bank which is secured by lien on fixed deposit, for import of goods. Net income on buyer's credit comprising of interest income on fixed deposit of Rs.Nil (previous year Rs.9,029,950), finance cost on buyer's credit of Rs.Nil (previous year Rs.1,013,389) and exchange rate difference loss of Rs.Nil (previous year exchange difference loss of Rs.8,084,753) is adjusted in " Cost of materials".

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
23 CHANGES IN INVENTORIES OF FINISHED GOODS, TRADED GOODS AND WORK-IN-PROGRESS		
a) Changes in inventories of finished goods / traded goods		
Opening stock of finished goods / traded goods		
- Polished diamonds	65,670,328	519,224,652
- Jewellery	654,036,174	396,182,676
- Commodities / bullion /securities	262,000,000	400,992,598
	<u>981,706,502</u>	<u>1,316,399,926</u>
Less:		
Closing stock of finished goods / traded goods		
- Polished diamonds	172,427,963	65,670,328
- Jewellery	796,076,339	654,036,174
- Commodities / bullion /securities	220,000,000	262,000,000
	<u>1,188,504,303</u>	<u>981,706,502</u>
Total	(a) (206,797,801)	334,693,424
b) Changes in Work-in-progress		
Closing stock	141,378,965	90,687,422
Opening stock	90,687,422	93,003,800
Total	(b) (50,691,543)	2,316,378
Total	(a+b) (257,489,344)	337,009,802
24 EMPLOYEE BENEFITS EXPENSE		
Salaries, bonus, commission and allowances	285,642,175	184,078,639
Contribution to provident and other funds	9,764,502	7,244,192
Gratuity	1,783,837	1,489,139
Staff welfare expenses	6,603,227	8,220,510
Total	<u>303,793,741</u>	<u>201,032,480</u>
25 FINANCE COSTS		
Interest expense	25,787,333	16,096,704
Interest on income tax	—	1,215,805
Exchange difference on foreign currency borrowings	—	(5,819,160)
Loan processing and other charges	6,580,918	7,549,347
Total	<u>32,368,251</u>	<u>19,042,696</u>

26 OTHER EXPENSES

Processing charges	270,077,060	283,472,805
Stores, spares and tools consumed	80,375,227	49,800,499
Power and electricity	17,632,541	12,425,063
Communication expenses	4,772,487	5,285,984
Printing and stationery	4,036,416	3,416,947
Travelling and conveyance expenses	39,702,790	29,216,006
Legal and professional fees	26,922,664	24,498,441
Rent	16,024,536	20,953,852
Rates and taxes	12,091,007	6,347,941
Repairs and maintenance:		
- plant and machinery	1,899,333	2,913,964
- buildings	1,055,073	1,312,172
- other	29,924,379	15,242,405
Exchange rate difference (net)	80,705	—
Insurance charges	4,169,984	5,528,458
Auditor's remuneration	3,218,501	4,047,744
Donations	576,500	1,025,000
Property Tax	327,836	—
Professional Tax	2,500	—
Bank charges	20,835,530	26,646,585
Loss on sale of fixed assets (net)	1,395,776	—
Commission and brokerage on sales	37,686,576	19,874,617
Advertisement expenses	122,417,521	83,207,194
Sales promotion expenses	22,283,488	30,583,785
ECGC premium	4,112	—
Freight, clearing and forwarding charges/duties	202,065,463	42,256,427
Discount allowed	62,034,635	47,991,538
Bad debts	130,000,000	63,336,572
Fixed Assets written off	—	24,897,701
Miscellaneous expenses	38,948,565	37,374,796
Motor Car Expenses	154,307	—
Export insurance charges	2,680,341	—
Membership and Subscription Fees	127,385	—
Total	1,153,523,238	841,656,495

27. COMMITMENTS AND CONTINGENT LIABILITIES NOT PROVIDED FOR

Particulars	As on 31/03/2015 (Rs.)	As on 31/03/2014 (Rs.)
a) Disputed tax liability:		
Sales tax	22,398,880	22,398,880
Income tax	14,202,951	15,995,951
Service Tax	28,116,265	27,552,539
Customs Duty	2,593,013	—
b) Bank guarantees given by banks on behalf of the group / company	53,662,700	42,977,324

28. ACCOUNTING OF INVESTMENTS IN ASSOCIATES

The Group has accounted investments in associates, namely, Suashish Finance Limited and Suashish Realty LLP., under the equity method in the consolidated financial statements, in accordance with Accounting Standard (AS) - 23 'Accounting for Investments in Associates in Consolidated Financial Statements'.

29. DIFFERENCES IN ACCOUNTING POLICY FOR DEPRECIATION

Depreciation on fixed assets relating to the subsidiary company, Suashish Diamonds (Hong- Kong) Limited have been provided on straight-line method as against written down value method followed by the Company. Depreciation for the year includes Rs.57,935 (previous year Rs. 760,481) calculated on such basis. The impact of the difference in the accounting policy has not been calculated, as the depreciation amount itself is not significant. The net block included in the consolidated financial statements in this respect as at 31 March 2015 is Rs.203,496 (as at 31 March 2014 Rs. 250,433).

Depreciation has been charged on fixed assets by subsidiary entities M/s. Goenka Trading Company, M/s. Mohinidevi Goenka Investments as allowable under tax laws. Depreciation for the year includes Rs. 11,471 (previous year Rs. 15,660) calculated on such basis. The impact of the difference in the accounting policy has not been ascertained. The net block included in the consolidated financial statements in this respect as at 31 March 2015 is Rs.206,215,551 (as at 31 March 2014 Rs. 206,227,022).

30. EARNINGS PER SHARE

	Current Year 2014-2015	Previous Year 2013-2014
(i) Net profit after tax available for equity shareholders (Rs.)	688,642,251	752,920,520
(ii) Weighted average number of equity shares outstanding during the year (Nos.)	20,763,300	20,763,300
(iii) Basic and diluted earnings per share (Rs.)	33.17	36.26
(iv) Nominal value of share (Rs.)	10.00	10.00

31. SEGMENTAL INFORMATION

The Company has identified two reportable segments viz. Gems and jewellery and Commodity trading. Segments have been identified and reported taking into account nature of product and services, differing risks and returns and the internal business reporting system. The accounting policies for segment reporting are in line with the accounting policies of the Company's with following additional policies for segment reporting

- Revenue and expenses have been identified to a segment on the basis of the relationship to operating activities of the segment. Revenue and expenses which relates to enterprises as a whole and are not allocable to segment on reasonable basis have been disclosed as "Unallocable"
- Segment assets and segment liabilities represent asset and liabilities in respective segment. Investment, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Secondary segment information:

Segmental information with respect to the secondary segment, i.e. 'geographical segments' is given below:

(Amount in Rupees)

Sr. No.	Particulars	Outside India	Within India	Total
1.	Segment Revenue			
	Sales and income from operations	6,675,820,269 (5,857,621,230)	1,762,738,389 (4,230,957,104)	8,438,558,658 (10,088,578,334)
2.	Carrying amount of assets by geographical location of assets			
	Segment assets	1,481,504,966 (1,436,773,150)	11,304,476,156 (8,939,660,508)	12,785,981,102 (10,376,433,658)
3.	Additions to fixed assets and intangible assets	761,116 (3,039,360)	13,192,081 (42,536,027)	13,953,197 (45,575,387)

Note: Figures in brackets are corresponding figures of the previous year.

32. RELATED PARTY DISCLOSURES

- i) Related party relationships:
 - a) Associates : Suashish Finance Ltd.
Suashish Realty LLP
 - b) Key management personnel : Mr. Ashish R. Goenka - Director
Mr. Rajesh R. Kedia - Director
Mr. Pawan kumar Bagla - Director
Mr. Rajiv M. Somani- Director
 - c) Relatives of key management personnel : Mrs. Lavina A. Goenka
Mr. Ramesh Kumar S. Goenka
Mrs. Amita Kedia
Mr. Siddharth Kedia
Mrs. Sunita Bagla
 - d) Enterprises on which key management personnel or their relatives have significant influence : Ramesh Kumar Goenka (HUF)
Ashish R. Goenka (HUF)
Fabulous Holdings Private Limited
Goenka Holdings Private Limited
Rapid Holdings Private Limited
Radiant Holdings Private Limited
Suashish Diamdeal (India) Limited
Suashish Realtors Private Limited
Suashish Properties Private Limited
Goenka Laser House Private Limited
Mohinidevi Goenka Trust
Hari Smriti Properties Private Limited
Athena Jewels Online Private Limited
(Formerly name is Aapti Construction Private Limited)

Notes:

- a) The related party relationships have been determined on the basis of the requirements of the Accounting Standard (AS)-18 'Related Party Disclosures' and the same have been relied upon by the auditors.
- b) The relationships as mentioned above pertain to those related parties with whom transactions have taken place during the current year/previous year.

ii) Transactions with related parties

(Amount in Rs.)

Particulars	Related parties				Total
	Associates	Key management personnel	Relative of Key management personnel	Enterprises on which key management personnel or their relatives have significant influence	
Reimbursements made towards expenses	— (25,000)	— (157,360)	— (—)	7,228,402 (684,473)	7,228,402 (866,833)
Reimbursements received towards expenses	— (—)	— (157,360)	— (—)	6,770,209 (—)	6,770,209 (157,360)
Rent expenses incurred	— (—)	— (—)	— (—)	178,150 (164,856)	178,150 (164,856)
Sale of polished diamonds	— (—)	— (—)	— (7,942)	— (—)	— (7,942)
Managerial remuneration	— (—)	17,217,356 (16,105,915)	— (—)	— (—)	17,217,356 (16,105,915)
Consultancy charges	— (—)	— (—)	2,562,000 (1,791,096)	— (—)	2,562,000 (1,791,096)
Loans given	— (—)	— (—)	1,273,000 (835,850)	582,800 (3,451,111)	1,855,800 (4,286,961)
Loans given received back	— (—)	— (—)	1,273,000 (835,850)	7,752,629 (2,705,000)	9,025,629 (3,540,850)
Share application money refund received	— (88,000)	— (—)	— (—)	— (—)	— (88,000)
Capital introduced in subsidiary entities	— (—)	709,873,000 (2,974,223,718)	39,421,674 (39,421,674)	10,837,000 (—)	760,131,674 (3,013,645,392)
Capital withdrawn from subsidiary entities	— —	629,694,000 (1,395,552,579)	12,918,000 (12,918,000)	2,000 (99,073,323)	642,614,000 (1,507,543,902)
Balances receivable as at year end	— (2,470,702)	— (74,069,538)	— (—)	28,891,000 (71,389,876)	28,891,000 (147,930,116)
Balances payable as at year end	— (—)	258,174,554 (258,249,554)	228,846,161 (228,916,161)	2,097,544 (—)	489,118,259 (487,165,715)

Note: Figures in the brackets are corresponding figures of the previous year.

Suashish Diamonds Limited

iii) Disclosure in respect of transactions which are more than 10% of the total transactions of the same type with related parties during the year:

Particulars	Current Year 2014-2015 (Rs.)	Previous Year 2013-2014 (Rs.)
Reimbursements made towards expenses		
Suashish Diamdeal (India) Limited	—	178,384
Goenka Laser House Private Limited	—	178,374
Suashish Realtors Private Limited	—	183,356
Suashish Properties Private Limited	—	144,359
Mr. Ashish R. Goenka	—	157,360
Athena Jewels Online Private Limited	3,193,040	—
Hari Smriti Properties Private Limited	3,577,169	—
Reimbursements received towards expenses		
Mr. Ashish R. Goenka	—	157,360
Athena Jewels Online Private Limited	3,193,040	—
Hari Smriti Properties Private Limited	3,577,169	—
Rent expense incurred		
Goenka Laser House Private Limited	56,794	43,500
Suashish Diamdeal (India) Limited	43,500	43,500
Suashish Properties Private Limited	35,124	35,124
Suashish Realtors Private Limited	42,732	42,732
Sale of polished diamond		
Mrs. Lavina A. Goenka	—	7,942
Managerial remuneration		
Mr. Ashish R. Goenka	14,800,000	13,800,000
Mr. Pawan Bagla	1,755,620	1,870,855
Consultancy charges		
Mrs. Amita Kedia	882,000	350,400
Mr. Siddharth Kedia	888,000	744,696
Mrs. Sunita Bagla	792,000	696,000
Loan given		
Ashish Goenka HUF	—	2,705,000
Mrs. Lavina Goenka	1,273,000	835,850
Loan given received back		
Ashish Goenka HUF	—	2,705,000
Mrs. Lavina Goenka	1,273,000	835,850
Goenka Holdings Private Limited	2,132,730	—
Suashish Properties Private Limited	3,006,588	—
Suashish Realtors Private Limited	2,600,017	—
Share application money refund received		
Suashish Finance Ltd.	—	88,000
Share application money paid		
Suashish Finance Ltd.	—	88,000
Capital introduced in subsidiary entities		
Mr. Ashish R. Goenka	709,873,000	2,974,223,718
Capital withdrawn from subsidiary entities		
Mr. Ashish R. Goenka	629,694,000	1,395,552,579
Balances receivable as at year end		
Mr. Ashish R. Goenka	—	74,069,538
Suashish Properties Private Limited	6,835,000	29,705,885
Suashish Realtors Private Limited	6,830,000	24,318,820
Suashish Diamdeal (India) Limited	7,829,000	—
Goenka Laser House Privat Limited	7,397,000	—
Balances payable as at year end		
Mr. Ashish R. Goenka	258,174,554	258,249,554
Mrs. Lavina A. Goenka	228,846,161	228,916,161

The working capital facilities of Rs.425 crores (Previous Year Rs. 525 Crores) are secured by equitable mortgage by deposit of title deeds of factory and office premises in Mumbai and office premises of four companies in which directors have significant influences, hypothecation of stock-in-trade, book debts, movables and other assets both present and future.

33. OPERATING LEASES

The Company has entered into agreement for obtaining one office premises on rent which is in nature of operating leases. The period of lease range is for 11 months and is cancellable in nature. Amount paid / payable in respect of such leases are charged to statement of profit and loss on accrual basis.

- 34.** The Company is required to comply with the transfer pricing regulations under Section 92-92F of the Income Tax-Act, 1961. The management is of the opinion that its international and domestic transactions are at arms length and that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.
- 35.** In the opinion of the Directors, current assets, loans, advances and deposits are approximately of the value stated, if realized in the ordinary course of business and are subject to confirmations.
- 36.** The Company's equity shares has been delisted with effect from 30 June 2014 from the Bombay Stock Exchange on compliance of formalities for voluntary delisting of equity shares pursuant to the SEBI (Delisting of Equity Shares) Regulations 2009.
- 37.** Previous year figures have been reclassified or rearranged, where necessary.

Signature to note '1' to '37'

As per our report of even date attached

For **Suresh Surana & Associates LLP**
Chartered Accountants

(Nirmal Jain)

Partner

Membership No. 034709

Mumbai; Dated: 22nd July, 2015

On behalf of the Board of directors

Ashish R. Goenka

Chairman & Managing Director

Rajesh R. Kedia

Wholetime Director

Prashant kumar De

Chief Financial Officer

Kushal V Gala

Company Secretary

Mumbai; Dated: 22nd July, 2015

NOTES

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SUASHISH DIAMONDS LIMITED

Regd Office : Mehta Mahal 11th Floor, 15 Mathew Road, Opera House, Mumbai 400004
CIN: U36900MH1988PLC049085
Phone: 022 - 4040 1111 Email id: info@suashish.com Website: - www.suashish.com

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL (joint Shareholders may obtain additional attendance slip on request)

Full Name of the Member/Joint Holder/ Proxy attending the meeting: _____

I hereby record my presence at the 27th Annual General Meeting of the Company at Suashish Diamonds Industrial Estate, CTS No. 78-A/6, Plot No. 3, Ground Floor, Dattapada Road, Borivali (East), Mumbai – 400 066 on Monday, the 31st day of August, 2015 at 11.00 a.m.

DP/Client I.D No.

Ledger Folio No.

Member/Proxy Signature

No .of Shares held

Note: Person attending the Meeting are requested to bring this Attendance Slip and Annual Report with them.

SUASHISH DIAMONDS LIMITED

Regd Office : Mehta Mahal 11th Floor, 15 Mathew Road, Opera House, Mumbai 400004

CIN: U36900MH1988PLC049085

Phone: 022 - 4040 1111 Email id: info@suashish.com Website: - www.suashish.com

PROXY FORM

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

Name of the member(s)	
Registered address	
E-mail id	
Folio No. / Client Id	
DP ID	

I/We, being the member(s) of..... Equity shares of Suashish Diamonds Limited, hereby appoint

1. Name: _____
Address: _____
Email id: _____
Signature: _____, or failing him/her
2. Name: _____
Address: _____
Email id: _____
Signature: _____, or failing him/her
3. Name: _____
Address: _____
Email id: _____
Signature: _____, or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Seventh Annual General Meeting of the Company to be held on Monday, August 31, 2015 at 11:00 a.m. at Suashish Diamonds Industrial Estate, CTS No. 78-A/ 6, Plot No. 3, Ground Floor, Dattapada Road, Borivali (East), Mumbai – 400 066 and at any adjournment thereof in respect of such resolutions as are indicated below.

SR. No	RESOLUTIONS
1	Adoption of Financial Statement for the year ended March 31, 2015
2	Re-appointment of Mr. Rajeshkumar Kedia, who retires by rotation
3	Re-appointment and ratification of M/s. Suresh Surana & Associates LLP, Chartered Accountants, as Auditor of the Company
4	Appointment of Ms. Adarsh Shamdasani as Director
5	Appointment of Ms. Adarsh Shamdasani as Whole-Time Director
6	Re-appointment of Mr. Rajeshkumar Kedia as Whole-Time Director
7	Re-appointment of Mr. Ashish R. Goenka as Managing Director

Signed thisday of 2015.

Signature of Shareholder

Signature of proxy holder (s)

Please affix
Re.1/-
revenue
stamp and
sign across

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK POST



suashish

Regd. Office : Suashish Diamonds Limited, 11th Floor, Mehta Mahal,
15, Mathew Road, Opera House, Mumbai - 400 004. India. **Website:** www.suashish.com