



Date: 31.08.2019

To
The Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

Sub: Notice of 20th Annual General meeting and Annual Report 2018-19

Ref: Scrip Code: 539518

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find the enclosed copy of Annual Report of the Company for the Financial Year 2018-19, convening the 20th Annual General Meeting of the Company to be held on Friday, 27th September, 2019 at 12:30 P.M. at Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001.

This is for your information and records in compliance with the Listing Regulations.

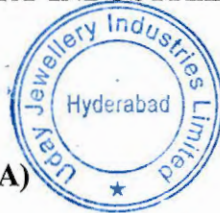
Thanking You

Yours Faithfully

For UDAY JEWELLERY INDUSTRIES LIMITED

A handwritten signature in blue ink, appearing to read 'S.V.', is placed over the typed name of the Company Secretary.

(SHER SINGH VERMA)
Company Secretary



Encl: As stated above

Uday Jewellery Industries Limited
manufacturers • exporters • distributors



UDAY

House Of Gemstone Jewellery

2018 - 2019



20th
ANNUAL
REPORT

UDAY JEWELLERY INDUSTRIES LIMITED

Manufacturers and Exporters



GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear shareholders,

The Ministry of Corporate Affairs (“MCA”) vide its circulars dated 21.04.2011 and 29.04.2011 has taken a “Green Initiative in Corporate Governance” thereby allowing companies to serve electronic documents to its shareholders.

Environment conservation and sustainable development are continuously on your Company’s radar and therefore your Company supports MCA in this initiative. Accordingly, henceforth, we propose to send documents such as notices of general meeting(s), annual reports and other communications to the shareholders through e-mail. Please note that all such documents shall be kept open for inspection at the registered office of the Company during the office hours.

We solicit your valuable cooperation and support in our endeavor to contribute our bit to the environment. You are requested to please fill the details in the format provided below. Please note that the fields marked ‘*’ are mandatory to fill.

Registered Folio or DP Id – Client ID *

Full Name *

Email ID *

Contact no. :

Declaration: (Select whichever is applicable) *

I agree to receive the communication through e-mail

I agree to receive the communication through physical mode

In case there is any change in your e-mail ID or any other details, please e-mail us the details at info@udayjewellery.com or contact us. In case of shares held in electronic form, you are requested to inform your DP as well.

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BOARD OF DIRECTORS

Mr. Ritesh Kumar Sanghi	- Managing Director
Mr. Sanjay Kumar Sanghi	- Non Executive Director
Mrs. Pritha Sanghi	- Non Executive Director
Mr. Siddharth Goel	- Independent Director
Mr. Ramprasad Vempati	- Independent Director
Mr. Vikram Goel	- Independent Director
Mr. Rakesh Agarwal	- Chief Financial Officer
Mr. Shersingh Verma	- Company Secretary (w.e.f. 22.04.2019)
Mr. Praveen Kumar Agarwal	- Additional Director (Independent) (w.e.f. 13.08.2019)
Mr. Uday Sanghi	- Additional Director (w.e.f. 13.08.2019)

AUDITORS

M/s Venugopal & Chenoy
Chartered Accountants,
Tilak Road,
Hyderabad – 500001

BANKERS

Kotak Mahindra Bank Limited
ICICI Bank
State Bank of India

REGISTERED OFFICE

Plot No. 5-9-60, Flat No. 301, Moghuls Court Building,
Deccan Tower Complex, Basheerbagh
Hyderabad – 500029
Ph:- 040-48538411

REGISTRAR & SHARE TRANSFER AGENTS

Bigshare Services Private Limited

306, Right Wing, 3rd Floor, Amrutha Ville
Opp Yashoda Hospital, Somajiguda
Raj Bhavan Road, Hyderabad- 500082
Telangana
Phone: 040- 40144967 / 582
Fax: 040-23370295
Email: bsshyd@bigshareonline.com
Website: www.bigshareonline.com

NOTICE

Notice is hereby given that the Twentieth Annual General Meeting of the Members of **Uday Jewellery Industries Limited** will be held on **Friday, 27th September, 2019** at 12:30 P.M. at Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001, Telangana, to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2019 and the Report of the Board of Directors and Auditors thereon.**
- 2. To re-appoint Mrs. Pritha Sanghi, Director (DIN: 02681491), who retires by rotation and being eligible, offers herself for re-appointment.**
- 3. To re-appoint Statutory Auditors and to fix their remuneration and in this regard, to pass, with or without modifications, the following resolution as Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee, M/s. Venugopal & Chenoy, Chartered Accountants (Firm Registration No. 004671S), be and is hereby re- appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of this Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company to be held in the calendar year 2021, and the Board of Directors of the Company be and is authorised to finalise the remuneration from time to time.”

SPECIAL BUSINESS:

- 4. To re-appoint Shri Ramprasad Vempati (DIN: 01903161) as an Independent Director and in this regard, to pass, with or without modifications, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Ramprasad Vempati (DIN: 01903161), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 28th September, 2019.”

- 5. To re-appoint Shri Vikram Goel (DIN: 05104754) as an Independent Director and in this regard, to pass, with or without modifications, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Vikram Goel (DIN: 05104754), who was appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 28th September, 2019.”

6. To appoint Shri Praveen Kumar Agarwal (DIN: 02012257) as an Independent Director and in this regard, to pass, with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company, Shri Praveen Kumar Agarwal (DIN: 02012257), who was proposed by the Board to be appointed as Independent Director at Board meeting held on 13th August, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member, be and is hereby appointed as an Independent Director of the Company w.e.f 27th September, 2019, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board.”

7. To appoint Mr. Uday Sanghi (DIN: 08533271) as a Director and in this regard, to pass, with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Uday Sanghi (DIN: 08533271) who was appointed as an Additional Director of the Company by the Board of Directors and whose term of office expires at this Annual General Meeting (‘AGM’) and in respect of whom the Company has received a notice in writing from a member of the Company, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company w.e.f. 27th September, 2019, liable to retire by rotation.”

8. To approve the Related Party Transactions of the Company, and in this regard, to pass, with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the SEBI (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with the Company’s policy on Related Party transaction(s), approval of the members be and is hereby accorded to enter into transactions with ‘Narbada Gems and Jewellery Limited’, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for a period from 1st October, 2019 to 30th September, 2020 on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value of Rs. 20,00,00,000/- (Rupees Twenty Crores only), at arm’s length basis and in the ordinary course of business of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all such acts, deeds, matters and things as may be considered necessary or expedient to give effect to this resolution.”

Date: 13.08.2019
Place: Plot No. 5-9-60, Flat No. 301,
Moghuls Court, Basheerbagh,
Hyderabad- 500 001

For and on behalf of the Board
Sd/-
RITESH KUMAR SANGHI
Managing Director
DIN: 00628033
Address: 8-2-686/DR/6 and 7, Road No. 12,
Banjara Hills, Hyderabad – 500034

NOTES:

1. Any Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing the proxy, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive) for the purpose of Annual General Meeting.
3. All correspondence and share transfer documents must be addressed to the Share Transfer Agents.
4. Member who hold shares in dematerialized form are requested to bring their clients Id and DPID number for easy identification of their attendance at the meeting.
5. Members holding the shares in physical and electronic form are required to inform immediately the changes, if any, in their address of Share Transfer Agents.
6. Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
7. Instructions for e-voting facility being provided through CDSL are given elsewhere in the Notice.
8. Members / Proxies are requested to bring their attendance slips along with their copies of Annual Report to the Meeting.
9. The Equity Shares of the Company are in Compulsory Trading in dematerialized form (Scripless trading in electronic form) through Depository Participants. The ISIN Code is **INE551B01012**.
10. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN and Bank details to the Registrar and Share Transfer Agents of the Company.
12. The relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, between 11.00 A.M. and 01.00 P.M. up to the date of the declaration of result.
13. A Member can opt only one mode for voting i.e. either Physical or e-voting. In case a member opts e-voting, he cannot exercise his vote through postal ballot form and vice-versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e- voting will be treated as invalid. Instructions for e-voting facility being provided through CDSL are given elsewhere in the Notice.

14. Shri Ajay S. Shrivastava, Practicing Company Secretary has been appointed as “Scrutinizer” for the Business mentioned to be conducted by e-voting and Poll.
15. The Results of the e-voting and Poll will be declared by Director by 28th September, 2019, by 05:00 P.M. at the Registered Office of the Company at Hyderabad and shall be hosted on the website of the Company; www.udayjewellery.com and on website of the Stock Exchange; www.bseindia.com .
16. The Explanatory Statement under Section 102(1) of the Companies Act, 2013 in respect of Item Nos. 3 to 8 is annexed herewith.
17. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

18. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by Central Depository Services (India) Limited (CDSL). The e- voting particulars are as under:

EVSN (Electronic Voting Sequence Number)	Remote e-Voting start on	Remote e-Voting end on
190808021	24th September, 2019 at 09:00 A.M. (IST)	26th September, 2019 at 05:00 P.M. (IST)

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on **Tuesday, 24th September, 2019 at 09:00 A.M and ends on Thursday, 26th September, 2019 at 05:00 P.M.** During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **20th September, 2019** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (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 Ram Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (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 i.e. **'UDAY JEWELLERY INDUSTRIES LIMITED'** 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 Demat account holder has forgotten the same 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 Institutional Shareholders & Custodians :
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800- 200-5533

- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store.
19. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at info@udayjewellery.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 26th September, 2019, upto 5:00 P.M. without which the vote shall not be treated as valid.
20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **20th September, 2019**. A person who is not a member as on cut off date should treat this notice for information purpose only.
21. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business, on **16th August, 2019**.
22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20th September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
23. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting by Poll.
24. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
25. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 20th September, 2019 are requested to send the written / email communication to the Company at info@udayjewellery.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
26. Mr. Ajay S. Shrivastava, Practicing Company Secretary (Certificate of Practice Number: 3479) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
27. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.udayjewellery.com and on the website of CDSL. The same will be communicated to the BSE Ltd.

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

The following Statement sets out all material facts relating to the Businesses mentioned in the Notice:

Item No. 3:

M/s. Venugopal & Chenoy, Chartered Accountants (Firm Registration No. 004671S), were appointed as Statutory Auditors of the Company on 29th September, 2014 for a term of 5 (Five) consecutive years. Their term expires at the ensuing Annual General Meeting. Pursuant to the provisions of Section 139(2) of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014, as amended, an audit firm can be appointed for two consecutive terms of 5 years each. However, the period for which the audit firm has held office as auditor prior to the commencement of the Act (1st April, 2014), shall be taken into account for calculating the period of ten years.

M/s. Venugopal & Chenoy (V&C) have been the Statutory Auditors of the Company since 2011-12 and thus have served as Statutory Auditors of the Company for 8 years. In view of this, V&C can be re-appointed for a further period of 2 years. In this regard, V&C have given their consent for the re-appointment as Statutory Auditors of the Company and has issued certificate confirming that their appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Act and the rules made thereunder. The Board of Directors, on the recommendation of the Audit Committee, have recommended for approval of the Members, the re-appointment of V&C as Statutory Auditors of the Company for a period of two years.

V&C is a well known audit firm and provides professional services to some of the large and reputed companies across various sectors since 1964. The remuneration proposed for audit of the financial statements for the financial years 2019-20 and 2020-21 is Rs. 65,000/- (Rupees Sixty Five Thousand) per year, plus reimbursement of out of pocket expenses. In addition to the above and in accordance with the provisions of the Act, the Board / Audit Committee may approve the fee payable to the auditors for limited reviews, certifications and other permitted services to be rendered by the Auditors in accordance with the provisions of Section 144 of the Act, as deemed appropriate.

Hence, the Board recommends the Ordinary Resolution as set out at item No. 3 of the Notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is interested or concerned, financially or otherwise, in the resolution.

Item No. 4 and 5:

Shri Ramprasad Vempati (DIN: 01903161) and Shri Vikram Goel (DIN: 05104754) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They hold office as Independent Directors of the Company up to the conclusion of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Shri Ramprasad Vempati

and Shri Vikram Goel, as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company. Based on their background and experience and contributions made by them during their tenure, the Board opines that the continued association of Shri Ramprasad Vempati and Shri Vikram Goel, would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Shri Ramprasad Vempati and Shri Vikram Goel as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years on the Board of the Company.

In accordance with Section 149(6) of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Shri Ramprasad Vempati and Shri Vikram Goel meet the criteria of independence as prescribed and the Company has also received declarations from them in this regard.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Shri Ramprasad Vempati and Shri Vikram Goel, are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received individual notices in writing from members under Section 160 of the Act proposing the candidature of Shri Ramprasad Vempati and Shri Vikram Goel. Moreover, the Nomination and Remuneration committee of the Company has considered their candidature and recommended their re-appointment for the office of Independent Directors of the Company.

Details of Directors whose re-appointment as Independent Directors is proposed at Item Nos. 4, and 5 are provided in the "**Annexure**" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board commends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the members.

None of the Directors and KMPs, are in any way interested or concerned in the said resolutions.

Item No. 6:

The Board of Directors of the Company had appointed Shri Praveen Kumar Agarwal (DIN: 02012257) as an Additional Director of the Company w.e.f. 13th August, 2019. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Praveen Kumar Agarwal shall hold office up to the date of ensuing Annual General meeting of the Company. He is proposed to be appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 and 152 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Nomination and Remuneration Committee of the Board has recommended his appointment which was further approved by the Board. Shri Praveen Kumar Agarwal is proposed to hold office as Independent Director of the Company for a term of 5 (Five) consecutive years in line with the provisions of Sections 149(10) and 149(11) of the Act and shall not be liable to retire by rotation.

In accordance with Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Shri Praveen Kumar Agarwal meets the criteria of independence as prescribed and the Company has received a declaration from him in this regard.

The notice from a member under Section 160(1) of the Act proposing his candidature, the declaration for non-disqualification under Section 164 of the Act, declaration of independence, disclosure under Section 184(1) of the Act and consent for appointment have been received.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice for the appointment of Mr. Praveen Kumar Agarwal as an Independent Director, not liable to retire by rotation.

A statement containing his profile is given as per **Annexure**

Except Mr. Praveen Kumar Agarwal and his relatives, none of the Directors and KMPs, are in any way interested or concerned in the said resolution.

Item No. 7:

Mr. Uday Sanghi (DIN: 08533271) was appointed as an Additional Director of the Company with effect from 13th August 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Uday Sanghi holds office upto the date of this Annual General Meeting and he is eligible for the appointment as a Director. The Company has received a Notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice for the appointment of Mr. Uday Sanghi as a Director, liable to retire by rotation.

A statement containing his profile is given as per **Annexure**

Except Mr. Uday Sanghi, being appointee and Mr. Sanjay Kumar Sanghi and Mrs. Pritha Sanghi being the relative of appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.7.

Item No. 8:

Your Company proposes to enter into transactions with **Narbada Gems and Jewellery Limited**, which are under the same Promoter Group and majority of the Directors are common. The proposed transactions shall be at Arms' Length basis and in the ordinary course of business.

Section 188 of the Companies Act, 2013 ("the Act") and the applicable Rules framed there under read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") provide that Related Party Transactions will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Narbada Gems and Jewellery Limited comes under the ambit of Related Party for the purpose of Related Party Transaction(s) in terms of provisions of the Act and Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transactions proposed to be entered into by your Company with Narbada Gems and Jewellery Limited for a period of 12 months starting from 1st October, 2019 to 30th September, 2020.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Narbada Gems and Jewellery Limited are as follows:

SI No.	Particulars	Details
1.	Name of the Related Party and nature of relationship	Narbada Gems and Jewellery Limited- a. Majority of Directors are common; b. Under the same Promoter Group.
2.	Nature of Contract	1. Purchase/ Sale of various manufactured products and Bullion Gold; 2. Availing/ rendering Jobwork and allied services.
3.	Period of Contract	From 01.10.2019 to 30.09.2020
4.	Approximate Value of Transactions	Upto Rs. 20,00,00,000/- (Rupees Twenty Crores only).
5.	Prior Approvals (if any)	Approval of Board / Audit committee is duly taken

The Board of Directors of the Company and their respective relatives are concerned and interested in the resolution, up to the monetary value of transaction(s) proposed to be entered.

The Board of Directors recommends passing of the resolution as set out at item no. 8 of this Notice as an Ordinary Resolution.

For and on behalf of the Board

Sd/-

RITESH KUMAR SANGHI

Managing Director

DIN: 00628033

Address: 8-2-686/DR/6 and 7, Road No. 12,
Banjara Hills, Hyderabad – 500034

Date: 13.08.2019

Place: Plot No. 5-9-60, Flat No. 301,
Moghuls Court, Basheerbagh,
Hyderabad- 500 001

ANNEXURE

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT
AT THE ANNUAL GENERAL MEETING**

Name of Directors	Re-Appointment		Appointment		Rotation
	Mr. Ramprasad Vempati	Mr. Vikram Goel	Mr. Praveen Kumar Agarwal	Mr. Uday Sanghi	
Date of Birth	06.11.1956	01.02.1989	27.10.1968	01.05.1995	11.09.1969
Date of Appointment/ Re-appointment	27.09.2019	27.09.2019	27.09.2019	27.09.2019	27.09.2019
Qualification	Graduate	Graduate	Graduate	BBA, Certificate in Strategic Management	Graduate
Expertise in specific functional Area	Finance Accounting and Business Administration	Business Administration and Management	Business Administration	Jewellery Industry And Strategic Management	Jewellery designing and expert knowledge in gemology
List of Public Ltd. Companies (in India) in which outside Directorships held	1. R.V.K. Enterprises and Exports Limited 2. Narbada Gems and Jewellery Limited	1. The Hyderabad Construction Company Limited	0	0	1. Trisa Retail Limited
Membership/ Chairmanships of Committees of Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	4	2	0	0	0

DIRECTORS' REPORT

To
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED

Your Directors have great pleasure in presenting their **Twentieth Annual Report** together with the Audited Financial Statement of the Company for the financial year ended 31st March, 2019.

1. FINANCIAL HIGHLIGHTS

The highlights of the financial statements of the Company for the financial year ended March 31, 2019, are as under:

(Rs. in Lakhs, except earnings per share)

Particulars	31.03.2019	31.03.2018
Revenue from operations	7341.29	7154.80
Other Income	26.09	27.53
Total income	7367.35	7182.32
Profit before tax	403.22	300.52
Current Tax	92.18	61.40
Deferred Tax	1.70	1.44
Income tax pertaining to earlier years	-	(0.30)
Profit after Tax	309.32	237.99
Earnings per share		
Basic	1.72	1.66
Diluted	1.47	1.66

2. COMPANY'S PERFORMANCE AND BUSINESS OVERVIEW:

During the year under review, your Company has achieved a turnover of Rs. 7341.29 Lakhs against Rs. 7154.80 Lakhs during previous year registering a growth of 2.61% over the previous year. The Company reported a Net Profit after Tax of Rs. 309.32 Lakhs as against Rs. 237.99 Lakhs earned during previous year registering a growth over 29.98%.

Your Company is engaged in the business of manufacturing, sale and trading of stone studded gold jewellery, diamond studded jewellery and silver items and operates in different geographical areas i.e. domestic sales and export sales. Your Company is continuously moving ahead on its well defined growth path of:

Launching new designs and collections: During the year the Company launched several new jewellery designs and collections.

Strengthening in-house designing and manufacturing capabilities: The Company is having in-house designers' team and sufficient manufacturing facilities for meeting its requirements.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the year under review.

4. SHARE CAPITAL

The Issued, Subscribed and Paid up Equity Share Capital of the Company is Rs. 19,44,30,100/- (Rupees Nineteen Crores Forty Four Lakhs Thirty Thousand One Hundred only) divided into 1,94,43,010 (One Crore Ninety Four Lakhs Forty Three Thousand Ten only) Equity shares of Rs. 10/- each. During the year under review, the Company has allotted 25,78,890 new Equity shares of Rs. 10/- each at a premium of Rs. 8.98/- each to Promoters and Promoter Group upon conversion of warrants issued under Preferential Issue. The proceeds from the said issue were utilized to meet the working capital requirements and enhancing manufacturing capacity of the business.

Further, during the financial year 2018-19, there were no

- (i) Re-issue of forfeited shares
- (ii) Issue of shares with differential rights
- (iii) Issue of sweat equity shares
- (iv) Issue of ESOP

5. DIVIDEND

In order to conserve resources for further expanding business of the Company, your directors have opined not to recommend any dividend for the year under review.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as the Company has not declared and paid dividend in previous year.

7. RESERVES

Amount to be carried forward to the reserves is Rs. 309.32/- Lakhs being Profit for the year.

8. KEY MANAGERIAL PERSONNEL:

- 1. Mr. Ritesh Kumar Sanghi - Managing Director
- 2. Mr. Rakesh Agarwal - Chief Financial officer
- 3. Mr. Sher Singh Verma - Company Secretary

CS Priyanka Agarwal (A36112) has resigned from the position of Company Secretary and Compliance officer of the Company on 22.04.2019. The Board places on record appreciation for the services and contribution made by her during her tenure. Mr. Sher Singh Verma (A58060) has been appointed as Company Secretary and Compliance Officer w.e.f. 22.04.2019.

9. DIRECTORS :

As at 31.03.2019, the Board consist of Six Directors including Three Independent (Non- Executive Directors). The declaration from all the Independent Directors are being obtained both at the time of appointment and at the First Board meeting of each Financial Year.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Pritha Sanghi, Director (DIN: 02681491), of the Company, retires by rotation at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment. The Board recommends her re-appointment.

Shri Ramprasad Vempati (DIN: 01903161), Siddharth Goel (DIN: 03022978), Shri Vikram Goel (DIN: 05104754), were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchange(s) on 29th September, 2014. They hold office as Independent Directors of the Company up to the conclusion of the ensuing Annual General Meeting of the Company ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act). The Nomination and Remuneration Committee of the Board, on the basis of performance evaluation of Independent Directors, has recommended re-appointment of Shri Ramprasad Vempati and Shri Vikram Goel, as Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. 28th September, 2019 .

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a **Special Resolution** by the Company and disclosure of such appointment in its Board's report. Section 149(11) provides that an independent director may hold office for up to two consecutive terms.

Further, Mr. Praveen Kumar Agarwal (DIN: 02012257) has been appointed as Additional Director. It is proposed to appoint Mr. Praveen Kumar Agarwal as Independent Director of the Company to hold office for a term of 5 (Five) consecutive years in line with the provisions of Sections 149(10) and 149(11) of the Act. He meets the criteria of independent director as specified under Section 149(6) of the Act.

Mr. Uday Sanghi (DIN: 08533271) has been appointed as an Additional Director of the Company with effect from 13th August 2019 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Uday Sanghi holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from a member in writing under Section 160 of the Act, proposing his candidature for the office of Director. The Board recommends his appointment as Director of the Company

10. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS:

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the Act read with the applicable Schedules and Rules as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”).

11. NUMBER OF MEETINGS OF THE BOARD

During the year Six Board meetings were held on 30.05.2018, 14.08.2018, 18.10.2018, 14.11.2018, 30.11.2018 and 14.02.2019. For further details, please refer to Report on Corporate Governance.

12. BOARD EVALUATION:

The Board of your Company on the recommendation of Nomination and Remuneration Committee had laid down the criteria for evaluation of performance of the Board, its Committees and individual Directors. Accordingly, annual performance evaluation process was carried out based on evaluation forms, which include a rating mechanism. Independent Directors also reviewed the performance of the Board as a whole, Non Independent Directors and the Chairman.

The criteria for performance evaluation of the Board and its Committees amongst others includes their structure and composition, processes, information and functioning, terms of reference of the Committees, etc. The criteria for performance evaluation of individual Directors including Executive and Independent Directors amongst others includes their attendance and contribution at the meetings, devotion of time and efforts to understand the Company, its business, their duties and responsibilities and adherence to the code of conduct, etc. The said policy is available at the website of the Company at www.udayjewellery.com The Independent Directors had met separately on 21st January, 2019 without the presence of Non-Independent Directors to discuss the performance of the Non-Independent Directors and the Board as a whole.

13. POLICY ON DIRECTORS’ APPOINTMENT & REMUNERATION AND CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES & INDEPENDENCE OF A DIRECTOR:

Your Company has always considered human resources as invaluable assets of the Company. The Nomination & Remuneration Policy of the Company is designed to identify the persons for appointment as Director, Key Managerial Personnel and other Senior Management Personnel and to attract, motivate, improve productivity and retain manpower by creating a congenial work atmosphere, encouraging initiatives and team work by creating a sense of belonging and involvement, besides offering appropriate remuneration packages.

The objective of the Policy on Criteria for determining Qualifications, Positive Attributes and Independence of a Director is to determine qualifications, positive attributes and independence of a director.

The Nomination & Remuneration Policy as well as Criteria for determining Qualifications, Positive Attributes and Independence of a Director are placed on the Company’s website www.udayjewellery.com in the Investor Section.

14. BOARD COMMITTEES :

Detailed composition of the Board committees namely Audit Committee, Nomination and Remuneration Committee, and Corporate Stakeholders Relationship Committee number of meetings held during the year under review and other related details are set out in the Corporate Governance Report which forms a part of this Report.

15. AUDIT COMMITTEE:

The details pertaining to the composition of the audit committee are included in the Corporate Governance Report, which is a part of this report. All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company

16. MANAGEMENT DISCUSSION AND ANALYSIS:

As stipulated under the LODR Regulations, the Management Discussion and Analysis Report forms part of the Annual Report.

17. RISK MANAGEMENT:

Your Company has put in place a Risk Management Policy to define a framework for identification, assessment and mitigation of risk. In the opinion of the Board, there are no risks which may threaten the existence of the Company.

18. INTERNAL CONTROL SYSTEMS:

Your Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition. The Company has appointed M/s Krishna and Suresh, Chartered Accountant, Hyderabad (Firm Regn No- 001461S) as its Internal Auditors who, independently evaluate the adequacy of internal controls, audit the majority of the transactions in value terms and review the operational efficiency, effectiveness of systems and processes. The internal audit reports and related party transactions are periodically reviewed by Audit Committee. Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

19. MANAGERIAL REMUNERATION

The Company's policy on Director's appointment and remuneration in accordance with Section 178 (3) of the Companies Act, 2013 the same is available at the website of the Company at www.udayjewellery.com. No remuneration is being paid to the Managing Director or any other Director of the Company. The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration) Rules, 2014 and Companies (Particulars of Employees) Rules 1975, in respect of employees of the Company and Directors is furnished hereunder:

i) **Details of percentage increase in the remuneration of each Director and CFO and Company Secretary in the Financial Year 2018-19 are as follows:**

Name	Designation	Remuneration (in Rs.)		Increase %
		2018-19	2017-18	
Ritesh Kumar Sanghi	Managing Director	-	-	-
Sanjay Kumar Sanghi	Director	-	-	-
Rakesh Agarwal	Chief Financial Officer	6,00,000	6,00,000	-
Priyanka Agarwal	Company Secretary	1,05,000*	-	-

*For part of the current year only

ii) Numbers of permanent employees on the rolls of the Company as on 31st March, 2019 are 26.

20. PARTICULARS OF EMPLOYEES:

In terms of the provisions of Section 197 of the Companies Act, 2013, read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of disclosures in the report w.r.t. employees of the Company, will be provided upon request. However as per the provisions of Section 136 of the said Act, the Annual Report excluding the aforesaid information is being sent to all the members of the Company and others entitled thereto. Any member interested in obtaining the information on employee's particulars, which is available for inspection by the members at the Registered office of the Company during business hours on working days of the Company up to the date of ensuing Annual General Meeting, may write to the Company at the registered office of the Company in advance.

During the year under report, none of the employees was in receipt of remuneration exceeding the limit prescribed under Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

21. HUMAN RESOURCES:

Your Company treats its manpower as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company's thrust is on the promotion of talent internally through job rotation and job enlargement.

22. INSIDER TRADING REGULATIONS:

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of conduct for prohibition of insider trading, as approved and adopted by the Directors and designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information during the period of Trading Window Closure. The Board is responsible

for implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code. The Board has appointed Mr. Sher Singh Verma, Compliance officer under the code.

23. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

There are no subsidiaries or associate companies or joint ventures to the Company as on the date of this report.

24. STATUTORY AUDITORS:

The Board, on the recommendation of Audit Committee, has approved the re- appointment of M/s Venugopal & Chenoy, Chartered Accountants, Hyderabad, (Firm Regn. No.- 004671S) as the Statutory Auditors of the Company who have hold the position for 8 (Eight) consecutive years and can be re-appointed for 2 (Two) years till the conclusion of the 22nd Annual General Meeting of the Company to be held in the calendar year 2021. They have audited the financial statements of the Company for the financial year under review. The observations of Statutory Auditors in their Report read with relevant Notes to Accounts are self-explanatory and therefore, do not require further explanation. The Auditors' Report does not contain any qualification, reservation or adverse remark. Further, there were no frauds reported by the Statutory Auditors to the Audit Committee or the Board under Section 143(12) of the Act.

25. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, Shri Ajay S. Shrivastava, Practicing Company Secretary, Hyderabad (COP No.- 3479) had been appointed as Secretarial Auditor of the Company for the financial year 2018-19. The Secretarial Audit report does not contain any qualification, reservations or adverse remark. The report of the Secretarial Auditors in the prescribed Form MR-3 is enclosed as **Annexure I** to this report.

The Annual Secretarial Compliance report as per Regulation 24A of SEBI (LODR) Regulation, 2015 as amended, is enclosed as **Annexure II** to this report.

26. COST RECORDS:

Your Company is not required to maintain cost records as specified under Section 148 of the Act.

27. WHISTLE BLOWER POLICY / VIGIL MECHANISM:

Pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has in place a Whistle Blower Policy, which provides for a vigil mechanism that encourages and supports its Directors and employees to report instances of illegal activities, unethical behaviour, actual or suspected, fraud or violation of the Company's Code of Conduct. It also provides for adequate safeguards against victimization of persons who use this

mechanism. The said policy is updated on the website of the Company at www.udayjewellery.com.

28. EXTRACTS 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) Rules, 2014 is available in Company's website at www.udayjewellery.com

29. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There have been no material changes and commitments affecting financial position of the Company between end of the financial year and the date of the report.

30. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has entered into an agreement with Trisa Retail Limited to provide unsecured loan to an extent of Rs. 3.14 Crores under Section 186 of the Companies Act, 2013. Out of which the Company provide Rs. 250 Lakhs to Trisa Retail Limited. As on the end of period under review the outstanding amount of such unsecured loan is Rs. 272.42 Lakhs (including Interest). Further, the Company has not given any guarantee or provided any security in connection with any loan to any other body corporate in accordance with Section 186 of the Companies Act, 2013.

31. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 and Listing Obligation Disclosure Regulation (LODR), 2015 during the financial year ended March 31, 2019 is disclosed in Form No. AOC-2 as **Annexure III** to this report.

32. CORPORATE GOVERNANCE CERTIFICATE:

Your Company is committed to maintain the high standards of corporate governance and adhere to the requirements set out by the Securities and Exchange Board of India. The Report on Corporate Governance as stipulated under the LODR Regulations forms part of the Annual Report. The certificate from the Practicing Company Secretary confirming compliance of conditions of Corporate Governance as stipulated under Part E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure IV** to this report.

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

A. CONSERVATION OF ENERGY

In its endeavour towards conservation of energy your Company ensures optimal use of energy, avoid wastages and conserve energy as far as possible.

B. TECHNOLOGY ABSORPTION

The Company has not carried out any research and development activities. Hence, the information relating to technology absorption is NIL.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the foreign exchange earnings of the Company is Rs. 285.24 Lacs only.

34. CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year under review, the Company did not attract the criteria of “Corporate Social Responsibility” pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

35. DIRECTORS’ RESPONSIBILITY STATEMENT:

Your Directors would like to inform the members that the audited Financial Statement for the financial year ended 31st March, 2019 are in full conformity with the requirement of the Act and they believe that the financial statements reflect fairly the form and substance of transactions carried out during the year and reasonably present the Company’s financial condition and results of operations. These Financial Statements are audited by M/s Venugopal & Chenoy, Chartered Accountants, Statutory Auditors of the Company.

Pursuant to the requirement of Section 134(5) of the Companies Act, 2013, your Directors further confirm that:

- i) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- ii) The Directors have selected such accounting policies and applied them consistently 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 at the end of the financial year and of the profit and Loss of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The directors in case of listed company have laid down internal financial controls to be followed by the company and such controls are adequate and are operating effectively.
- vi) The Directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and are operating effectively.

36. LISTING:

Your Company's equity shares are listed on BSE limited. The Company has duly complied with all the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the amendments therein.

37. DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

Your Company has adopted a policy against sexual harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under. The Company has constituted an Internal Complaints Committee headed by Smt. Pritha Sanghi, Director, for redressal of complaints on sexual harassment. During the year, the Company had not received any complaint on sexual harassment and no complaint was pending as on 31st March, 2019.

38. DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

There were no significant / material orders passed by the regulators or courts or tribunals impacting the going concern status of your Company and its operations in future.

39. ACKNOWLEDGMENT:

Your Directors wish to convey their gratitude and place on record their appreciation for the valuable support and cooperation of the Company's employees, bankers, government and other statutory authorities, customers, suppliers and shareholders, who have reposed their continued trust and confidence in the Company

Date: 13.08.2019

Place: Plot No 5-9-60, Flat No 301, Moghuls Court,
Basheerbagh, Hyderabad – 500 001

On behalf of Board of Directors

Sd/-
(Ritesh Kumar Sanghi)
Managing Director
DIN: 00628033

Sd/-
(Sanjay Kumar Sanghi)
Director
DIN: 00629693

ANNEXURE INDEX

ANNEXURE	CONTENTS
I	Secretarial Audit Report- Form MR-3
II	Annual Secretarial Compliance report
III	Particulars of Contract with related parties- Form AOC-2
IV	Compliance Certificate for Corporate Governance

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED
Plot No. 5-9-60, Flat No. 301, Moghuls Court Building,
Deccan Tower Complex, Basheerbagh,
Hyderabad- 500 029, Telangana.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **UDAY JEWELLERY INDUSTRIES LIMITED (CIN: L74900TG1999PLC080813)** (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. This Report is to be read with the letter of even date which is annexed to this as 'Annexure- 1' and forms an integral part of this report.

Based on my verification of the 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, during the audit period covering the financial year ended on 31st March, 2019, has complied with the statutory provisions listed hereunder, except specifically stated and also that the Company has proper Board processes and compliance-mechanisms 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 on 31st March, 2019 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: **Not applicable to the Company during the Audit period.**
- v. 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. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - To the extent applicable for Preferential issue of warrants and consequent first conversion into shares except for some disclosure requirement under Regulation 73, to be ratified in ensuing Annual General Meeting.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **Not Applicable to the Company during the Audit Period**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the Audit Period**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable to the Company during the Audit Period and**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **Not Applicable to the Company during the Audit Period.**
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015
 - j. Labour laws as under:
 - Industrial Dispute Act, 1947;
 - The Payment of Wages Act, 1936;
 - The Minimum Wages Act, 1948;
 - Factories Act, 1948
 - Employees State Insurance Act, 1948
 - Employee's Provident Funds and Miscellaneous Provisions Act, 1952
 - Payment of Bonus Act, 1965 (inclusive in remuneration)
 - Maternity Benefit Act, 1961

The Company has made the compliances for the above. However, the processes for the same need to be strengthened.

- (k) Environment (Protection) Act, 1986, however, other environmental laws are not applicable as the Company is a non- polluting business Company.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015

During the Audit period under review and as per the clarification, representations provided by the Management in writing and oral in the Secretarial Audit checklist prepared by me, I confirm that the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreement, SEBI notifications etc. mentioned above subject to the below mentioned:

- i. *The Company issued and allotted 2578890 Equity shares upon conversion of warrants on 18.10.2018 and made the Application for listing. The listing and trading approval were granted on 10.12.2018 and 02.1.2019 respectively by BSE Limited for 25,78,890 shares.*
- ii. *The Company has appointed Priyanka Agarwal, Company Secretary, on 25.08.2018, However, she resigned from the office of Company secretary w.e.f. 22.04.2019. The Company has appointed Sher Singh Verma as Company Secretary w.e.f. 22.04.2019*

There are no fresh transactions attracting the provisions of FEMA during the reporting period.

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

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. There were no changes in the composition of the Board of Directors during the period under review.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Further, this report is to be read with the letter of even date as attached in Annexure -1 and forms part of this report

Sd/-
AJAY SUMAN SHRIVASTAVA
FCS No.: 3489
C.P. No.: 3479

Place: Hyderabad
Date: 12.08.2019

To,
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED
Plot No. 5-9-60, Flat No. 301, Moghuls Court Building,
Deccan Tower Complex, Basheerbagh,
Hyderabad- 500 029, Telangana.

This letter is to be read with the report even date and forms an integral part of this report.

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 the 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 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.

Sd/-
AJAY SUMAN SHRIVASTAVA
FCS No.: 3489
C.P. No.: 3479

Place: Hyderabad
Date: 12.08.2019

SECRETARIAL COMPLIANCE REPORT OF UDAY JEWELLERY INDUSTRIES LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019

[Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.]

To,

The Members

UDAY JEWELLERY INDUSTRIES LIMITED

5-9-60, Flat No. 301, Moghuls Court Building, Deccan Tower Complex,
Basheerbagh, Hyderabad- 500001

I have examined:

- a) all the documents and records made available to us and explanations provided by Uday Jewellery Industries Limited ("**the listed entity**"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2019**("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- The Company has complied with the observations of BSE Ltd on the Preferential issue matter in accordance with Chapter VII of ICDR,2009;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018(Not applicable to the Company during the period under review);
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the period under review);

- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the period under review);
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Company during the period under review);
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) other regulations and circulars/ guidelines issued thereunder; (as applicable) and based on the above examination, I hereby report that, during the Review Period:
- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
	NIL during the year under review	NIL	NA

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ Remarks
	NIL	NIL	NIL	NA

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2018.	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NIL	Nil as this is the first report	NA	NIL

Place: Hyderabad
Date: 30.05.2019

Sd/-
AJAY SUMAN SHRIVASTAVA
FCS No.: 3489
C.P. No.: 3479

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts / arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto:

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	--
b)	Nature of contracts/arrangements/ transaction	--
c)	Duration of the contracts/ arrangements/transaction	--
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	--
e)	Justification for entering into such contracts or arrangements or transactions	--
f)	Date of approval by the Board	--
g)	Amount paid as advances, if any	--
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	--

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	i. Sanghi Jewellers Private Limited- Company having common directorship ii. Narbada Gems and Jewellery Limited- Company having common directorship iii. Smt. Sarala Sanghi- Relative of Directors.

b)	Nature of contracts/arrangements/transaction	<ul style="list-style-type: none"> i. Purchases and sales of manufactured products, job work services and payment of Rent ii. Purchase and sales of manufactured products. iii. Payment of Rent.
c)	Duration of the contracts/arrangements/transaction	<ul style="list-style-type: none"> i. Regular ii. Yearly iii. Yearly
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	<p>During the year 2018-19 the total value of transactions with the related parties are as follows:</p> <p>I. Sanghi Jewellers Private Limited-</p> <ul style="list-style-type: none"> i. Purchases: Rs. 2,12,30,891/- ii. Sales: Rs. 1,65,84,573/- iii. Job work Services: Rs. 23,69,224/- iv. Payment of Rent: Rs. 2,25,000/- <p>II. Narbada Gems and Jewellery Limited-</p> <ul style="list-style-type: none"> i. Purchase: Rs. 1,37,52,280/- ii. Sales: Rs. 4,19,49,725/- <p>III. Smt. Sarala Sanghi-</p> <ul style="list-style-type: none"> Payment of Rent- Rs. 7,80,000/-
e)	Date of approval by the Board	Approval of Board is duly taken as and when required.
f)	Amount paid as advances, if any	Nil

Date: 13.08.2019

Place: Plot No 5-9-60,
Flat No 301, Moghuls Court,
Basheerbagh, Hyderabad – 500 001

On behalf of Board of Directors

Sd/-
(Ritesh Kumar Sanghi)
Managing Director
DIN: 00628033

Sd/-
(Sanjay Kumar Sanghi)
Director
DIN: 00629693

ANNEXURE - IV

Certificate on Compliance with the Provisions of Corporate governance requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
The Board of Directors,
Uday Jewellery Industries Limited
Hyderabad.

I have examined all the records of Uday Jewellery Industries Limited, Hyderabad for the purpose of certifying compliance of the conditions of Corporate Governance as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C,D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with BSE Ltd. for the financial year ended 31st March, 2019. I have obtained all the information which is best of my knowledge and belief were necessary for the purpose of certification

The Compliance of the conditions of Corporate Governance is the responsibility of the management. My examination has been in the manner prescribed in the Guidance Note on certification of Corporate Governance issued by the Institute of Company Secretaries of India and has been limited to a review of the procedures and implementation thereof adopted by the Company. It is neither an assurance of the efficacy or effectiveness with which the management has conducted the affairs of the Company nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and based on my reliance upon the representations made by the management, that there were no transactions of material nature with the management.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Hyderabad
Date: 13.08.2019

Sd/-
AJAY S. SHRIVASTAVA
Practicing Company Secretary
Membership No: 3489; PCS: 3479

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para Clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members of Uday Jewellery Industries Limited

Plot No. 5-9-60, Flat No. 301,
Moghuls Court, Basheerbagh,
Hyderabad- 500 001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Uday Jewellery Industries Limited, registered office at Plot No. 5-9-60, Flat No. 301, Moghuls Court, Basheerbagh, Hyderabad- 500 001. (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	Designation	DIN	Date of Appointment
1.	Ritesh Kumar Sanghi	Managing Director	00628033	29.08.2017
2.	Sanjay Kumar Sanghi	Director	00629693	22.08.2011
3.	Pritha Sanghi	Director	02681491	29.09.2014
4.	Ramprasad Vempati	Director	01903161	29.09.2014
5.	Siddharth Goel	Director	03022978	29.09.2014
6.	Vikram Goel	Director	05104754	29.09.2014

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

AJAY S. SHRIVASTAVA

Practicing Company Secretary
Membership No: 3489; PCS: 3479

Place: Hyderabad
Date: 13.08.2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY OVERVIEW:

The Gems & Jewellery industry has acquired prominence over the years in the country, given its dual utility of improving aesthetics as well as investment. The Gems & Jewellery sector plays a significant role in the Indian economy, contributing around 7% of the country's GDP and 15% to India's total merchandise exports. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India and China are the largest consumers as well as the largest manufacturers of the gold jewellery in the world. However, India is the largest player in diamond cutting and polishing. 14 out of 15 diamonds sold in the world are either polished or cut in India. A major chunk of gold jewellery manufactured in India is for domestic consumption, whereas a major portion of polished diamonds or finished diamond jewellery is exported. Moreover, India exports 75% of the world's polished diamonds, as per statistics from the Gems and Jewellery Export Promotion Council (GJEPC). India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). UAE, US, Russia, Singapore, Hong Kong, Latin America and China are the biggest importers of Indian jewellery.

Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market. The Indian government presently allows 100% Foreign Direct Investment (FDI) in the sector through the automatic route. As The cumulative Foreign Direct Investment (FDI) inflows in diamond and gold ornaments in the period April 2000 – December 2018 were US\$ 1.15 billion, according to Department for Promotion of Industry and Internal Trade (DPIIT).

MARKET SIZE:

The Gems & Jewellery market comprises the following:

- Diamond studded jewellery
- Gold jewellery
- Silver jewellery, and
- Precious and semi-precious gemstones and its jewellery.

United States and Japan primarily are markets for diamond studded jewellery, while China, India, Turkey and Middle East have traditionally displayed preference for gold jewellery, although the demand for diamond studded jewellery from these markets too have grown over the last decade.

Diamond studded jewellery manufacturing is scattered across geographies with mid-to-low range jewellery being primarily manufactured in India and China, whereas high-end jewellery is manufactured and sourced mostly from Europe. While, high-end gold jewellery designing is carried out in countries like Italy and Turkey; jewellery manufacturing is outsourced to low cost countries like India and China. India has well-established capabilities in making hand-made ethnic jewellery, which has huge demand in countries with Indian immigrants. India has also capabilities in machine-made jewellery. Gold demand

in India rose to 523.93 tonnes between January to September 2018. India's gems and jewellery exports stood at US\$ 28.52 billion between Apr 2018 –Feb 2019 during the same period, exports of cut and polished diamonds stood at US\$ 21.95 billion, thereby contributing about 76.96 per cent of the total gems and jewellery exports in value terms. Exports of gold coins and medallions stood at US\$ 686.51 million and silver jewellery exports stood at US\$ 765.98 million between April 2018 – February 2019.

The gems and jewellery market in India is home to more than 3,00,000 players, with the majority being small players. Its market size is expected to reach USD 100 billion by 2025. It contributes 29% to the global jewellery consumption.

OPPORTUNITIES:

Increasing middle class population is expected to drive growth in the future and is expected to lead to an increase in demand for fashion jewellery which is not highly priced. Also, India's population is increasingly becoming urbanized, which is expected to boost household income, thereby leading to higher demand for gold and other jewellery. The jewellery demand is also increasing steadily due to changes in its role from just being an item of adornment and as a store of value to a life style and fashion accessory.

Rising quality awareness of customers has provided a fillip to the organized retail segment, which is banking on its 'reliability' and 'quality' to compete against the highly fragmented unorganized jewellers.

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and branded jewellers are able to fulfill their changing demands better than the local unorganized players.

The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018. The hallmark will now carry a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweler's identification mark. The move is aimed at ensuring a quality check on gold jewellery.

The Government of India has also launched the Sovereign Gold Bond Scheme to reduce the country's reliance on physical gold imports to meet the investment demand for gold by retail investors.

THREATS:

Some of the key challenges facing the jewellery industry are as follows:

1. Adapting to fast changing consumer preferences and buying patterns.
2. Volatility in the market prices of gold and diamonds.
3. Limited availability of high end retail space.
4. The jewellery industry is a working capital intensive business and currently there are Increasing restrictions by banks over lending in this sector.

OUTLOOK:

In the coming years, growth in Gems & Jewellery sector would be largely contributed by the development of large retailers/brands due to the ongoing structural changes together with strong macro-demographic trends. Increasing penetration of organised players provides variety in terms of products and designs. Regulatory changes introduced by the Government of India over last few years are likely to increase the preference towards branded jewellery and shift the scales in favour of organised sector at the cost of the unorganised sector. The demand for jewellery is expected to remain robust, given India's demographics and the consumer's affinity towards gold for both wedding related purchases and as store of value. Overall, India is expected to play a more important role in the global gems & jewellery sector, with diamond miners setting up auction centres in India and with significant investment seen in the retail end of the sector by domestic players, foreign players and private equity investors.

GOVERNMENT INITIATIVES:

The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018. The gold jewellery hallmark will now carry a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweller's identification mark. The move is aimed at ensuring a quality check on gold jewellery.

In the Union Budget 2018-19, the Government of India, offered tax cuts for the middle class and other sections of society (up to 5 Lakhs - Nil tax rate); which was 5 per cent initially). All these measures will drive consumption, which will be favourable to the gems and jewellery industry. The demonetization move is encouraging people to use plastic money, debit/credit cards for buying jewellery. This is good for the industry in the long run and will create more transparency.

Gold Monetization Scheme enables individuals, trusts and mutual funds to deposit gold with banks and earn interest on the same in return.

RISKS AND CONCERNS:

As the Company is dealing in very high value goods / items, it is always exposed to operational risks. The Company, therefore, always ensures that its entire inventory, from raw material to finished goods is insured at all times, at the manufacturing facilities. The Company has cash pick up arrangements with leading banks, with transit insurance. All of its manufacturing units have strong work place for overnight safe custody of the inventory. In addition, all the manufacturing units have 24 hour CCTV vigilance and armed guards.

The Company is also exposed to price risk movements both in gold as well as its forex exposure. However, it has put rigorous systems and procedures in place to take care of these concerns. The Company has in place a comprehensive risk management framework that helps in anticipating, identifying and evaluating business risks and challenges across the Company and finding ways to mitigate the same.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition. The Internal Auditors of the Company regularly carry out review of the internal control systems and procedures. The internal audit reports are periodically reviewed by Audit Committee.

The Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. Based on the assessment carried out by the management and the evaluation of the results of the assessment, the Board of Directors are of the opinion that the Company has adequate Internal Financial Controls systems that are operating effectively as of March 31, 2019.

There were no instances of fraud which necessitates reporting in the financial statements. Further, there have been no communications from regulatory agencies concerning noncompliance with or deficiencies in financial reporting practices.

FINANCIAL PERFORMANCE:

During the year under review, total revenues of the Company grew by 2.58% to Rs. 7367.35 Lakhs. The net profit after tax also registered a growth of about 29.98% to Rs. 309.32 Lakhs.

OTHER FINANCIAL SYNOPSIS OF THE COMPANY:

Share Capital:

The Share Capital of your Company is Rs. 19,44,30,100/- divided into 1,94,43,010 Equity shares of Rs. 10/- each with Voting Rights, as on 31st March, 2019.

During the year under review, the Company has allotted 25,78,890 new Equity shares of Rs. 10/- each at a Premium of Rs. 8.98/- each, upon conversion of warrants issued under Preferential Issue. Thereby, the paid up share capital of the Company has increased from Rs. 16,86,41,200/- at 31st March, 2018 to Rs. 19,44,30,100/- as on 31st March, 2019.

A further conversion of warrants resulting in allotment of 25,78,890 Equity shares of Rs. 10/- each at a Premium of Rs. 8.98/- each, is made on 6th June, 2019.

Secured Loans:

The Company has outstanding Secured Loan of Rs. 1150.25 Lakhs as on the financial year ended 31st March, 2019.

Fixed Assets:

Fixed Assets (Net Block) is Rs. 103.05 Lakhs during the financial year 2018-19.

HUMAN RESOURCES & INDUSTRIAL RELATIONS:

The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility.



The Company has taken pragmatic steps for strengthening organizational competency through involvement and development of employees as well as installing effective systems for improving the productivity, equality and accountability at functional levels. In order to keep the employees skill, knowledge and business facilities updated, ongoing in house and external training is provided to the employees at all levels. The effort to rationalize and streamline the work force is a continuous process. The industrial relations scenario remained harmonious throughout the year.

CAUTIONARY STATEMENT:

Forward looking statements embedded in the Management Discussion and Analysis above is based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

References - Industry Reports, Gems & Jewellery Export Promotion Council, DIPP, www.ibef.org

REPORT ON CORPORATE GOVERNANCE- 2018-19

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the report contains the details of Corporate Governance systems and processes at Uday Jewellery Industries Limited ('the Company') as at 31st March, 2019. Corporate governance is a system of structuring, operating and controlling a company with a view to achieve long term strategic goals to satisfy shareholders, creditors, employees, customers and suppliers based on principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, complying with all the laws of the land, accountability and responsibility towards the stakeholders and commitment to conducting business in an ethical manner.

The Securities and Exchange Board of India ('SEBI') accepted some of the recommendations with or without modifications on 28th March, 2018 of the Kotak Committee on Corporate Governance and consequently, on 09th May, 2018 the SEBI amended (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). Your Company welcomes this progressive step of SEBI and shall ensure that its governance framework incorporates the amendments introduced in the Listing Regulations and the same are complied with on or before the effective date.

I. PHILOSOPHY

Uday Jewellery Industries Limited ('the Company') believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in maintaining good corporate governance, preserving shareholders' trust and maximizing long-term corporate value. The Company's philosophy on Corporate Governance focuses on the attainment of the highest standards of transparency, accountability, ethics and equity with management flexibility, empowerment and responsiveness in the interest of shareholders, customers, employees, business associates and the society at large. Company corporate governance framework is based on the following main principles: Appropriate composition and size of the Board; Timely flow of information to the members of the Board and Board Committees; Well developed systems and processes for risk management and financial reporting; Timely and accurate disclosure of all material operational and financial information.

II. BOARD OF DIRECTORS

The Board of Directors of the Company plays a pivotal role in ensuring that good corporate governance practices are followed within the Company. The Board of Directors oversees the functioning of the Company and that of its management; and ensures that every decision taken is in the best interest of the stakeholders of the Company.

1. Composition:

The Composition of the Board of Directors of the Company is in compliance with the Companies Act, 2013 read with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company has an optimum combination of Executive, Non Executive and Independent Directors. The Board of Directors of your Company comprises of Six Directors as on 31st March, 2019.

The composition of the Board and category of each Director along with their shareholding in the Company as at 31st March, 2019, is as follows:

Name	Designation	Date of Appointment at current designation	Category	No. of Equity shares held in the Company
Mr. Ritesh Kumar Sanghi	Managing Director	29.08.2017	Promoter-Executive	4186010
Mr. Sanjay Kumar Sanghi	Director	22.08.2011	Promoter-Non-Executive	4144800
Ms. Pritha Sanghi	Director	29.09.2014	Promoter- Non-Executive	1431710
Mr. Siddharth Goel	Director	29.09.2014	Independent – Non-Executive	--
Mr. Ramprasad Vempati	Director	29.09.2014	Independent – Non-Executive	--
Mr. Vikram Goel	Director	29.09.2014	Independent –Non-Executive	--

- Mr. Ritesh Kumar Sanghi (Managing Director) and Mr. Sanjay Kumar Sanghi are sibling.
- Mr. Sanjay Kumar Sanghi is the spouse of Mrs. Pritha Sanghi.
- Except the above, none of the other Directors are related to any other director on the Board.

2. Directorships and Memberships of the Directors in other Companies/ Committees:

In accordance with the provisions of Section 165(1) of the Companies Act, 2013 read with Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, All the Directors are compliant with said regulations with respect to their number of Directorship in other Companies and chairmanship/membership on various Committees.

The details of the directorship of each Director on the Board of various other Companies along with their Chairmanship and Membership on the Board Committees are as follows:

Name of Director	No. of Directorships	Member/Chairperson of Committee*	
		Member	Chairperson
Mr. Ritesh Kumar Sanghi	5	-	-
Mr. Sanjay Kumar Sanghi	4	-	-
Mr. Siddharth Goel	1	4	1
Mr. Ramprasad Vempati	3	4	2
Mr. Vikram Goel	3	2	-
Mrs. Pritha Sanghi	2	-	-

*Committees considered to reckon the limit are Audit Committee and Stakeholders Relationship Committee in public listed Companies.

3. Board Meetings:

In accordance with Section 173(1) of the Companies Act, 2013 read with Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors meets at least four times in a year, with a maximum time gap not exceeding one hundred and twenty days between any two meetings.

During the Financial Year ended 31st March, 2019, Six Board Meetings were held on 30th May, 2018, 14th August, 2018, 18th October, 2018, 14th November, 2018, 30th November, 2018, 02nd February, 2019. The attendance of each director at the Board Meetings and last Annual General Meeting is as follows:

Sl. No.	Name of Director	Board Meeting		AGM held on 29th September, 2018
		Held	Attended	
01	Mr. Ritesh Kumar Sanghi	6	4	Present
02	Mr. Sanjay Kumar Sanghi	6	6	Not Present
03	Mrs. Pritha Sanghi	6	6	Not Present
04	Mr. Siddharth Goel	6	6	Present
05	Mr. Ramprasad Vempati	6	6	Present
06	Mr. Vikram Goel	6	6	Not Present

4. Independent Directors

The Independent Directors on Board of the Company are non-executive directors and follow the criteria as defined under Regulation 16 of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013.

The Independent Directors met on 21st January, 2019 in accordance with Regulation 25(3) of the SEBI Listing Regulations and discussed the

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and
- the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The familiarization programme for the new and continuing Independent Directors of the Company ensures that they understand the Company's business in depth and that would facilitate their active participation in managing the Company. The details of the familiarization programme are available on the Company's website at <http://www.udayjewellery.com/investors/downloads>.

III. COMMITTEES OF THE BOARD:

The Board of the Company has three committees- Audit Committee, Stakeholders' Grievance Committee and the Nomination and Remuneration Committee. The Committees play a pivotal role in the governance structure of the Company and have been constituted to deal with specific areas/ activities which concern the Company and need a closer review. The Committees meet at regular intervals and the minutes of the meetings of all Committees are placed before the Board for review.

1. Audit Committee

The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. There are Three members in the Audit Committee all of them being Independent Directors. The Committee oversees the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible. It also reviews the annual financial statements, auditor's report thereon, quarterly financial results and monitors the auditor's independence and performance and effectiveness of audit process and other roles in accordance with Part C of Schedule II of the SEBI Listing Regulations.

During the Financial Year 2018-19, the Committee met Four times on 30th May, 2018, 14th August, 2018, 14th November, 2018, and 14th February, 2019 in accordance with Regulation 18(2) of SEBI Listing Regulations. The composition of the Audit Committee and details of meetings attended by its members are as under:

S No.	Name of the Director	Category	Number of meetings during the FY 2018-19	
			Held	Attended
1.	Mr. Ramprasad Vempati (Chairman)	Independent, Non- Executive	4	4
2.	Mr. Siddharth Goel	Independent, Non- Executive	4	4
3.	Mr. Vikram Goel	Independent, Non- Executive	4	4

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is constituted in compliance with the requirements of provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations. There are three members in the Nomination and Remuneration Committee all of them being Independent Directors. The roles and responsibilities of the Committee and the terms of reference are in accordance with the requirements as specified in accordance with Para A of Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

During the Financial Year 2018-19 the Committee met once on 13th August, 2018 in accordance with Regulation 19 of SEBI Listing Regulations. The composition of the Nomination and Remuneration Committee and details of meetings attended by its members are as under:

S No.	Name of the Director	Category	Number of meetings during the FY 2018-19	
			Held	Attended
1.	Mr. Siddharth Goel (Chairman)	Independent, Non- Executive	1	1
2.	Mr. Ramprasad Vempati	Independent, Non- Executive	1	1
3.	Mr. Vikram Goel	Independent, Non- Executive	1	1

3. Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee is constituted in compliance with the requirements of provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations. There are three members in the Stakeholders' Relationship Committee all of them being Independent Directors. The roles and responsibilities of the Committee are in accordance with the requirements as specified in accordance with Para B of Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

During the Financial Year 2018-19, the Committee met Two times on 09th November, 2018, and 31st December, 2018, in accordance with Regulation 19 of SEBI Listing Regulations. The composition of the committee and details of meetings attended by its members are as under;

S No.	Name of the Director	Category	Number of meetings during the FY 2018-19	
			Held	Attended
1.	Mr. Siddharth Goel (Chairman)	Independent, Non- Executive	2	2
2.	Mr. Ramprasad Vempati	Independent, Non- Executive	2	2
3.	Mr. Vikram Goel	Independent, Non- Executive	2	2

IV. ANNUAL GENERAL MEETINGS:

1. Details of last three Annual General Meetings held by the Company

Financial	Year	Venue	Date / Time
2015-16	Rajasthani Graduates Association, 'Snatak Bhavan', First Floor, Abids, Hyderabad- 500001	29th September, 2016	at 11:30 A.M.
2016-17	Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001	16th November, 2017	at 10:30 A.M.
2017-18	Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001	29th September, 2018	at 11:30 A.M.

V. MEANS OF COMMUNICATION:

The Company recognizes communication as a key element of the overall Corporate Governance framework, and therefore emphasizes on prompt, continuous, efficient and relevant communication to all external constituencies. In accordance with Regulation 46 of the SEBI Listing Regulations, the Company maintains a functional website containing the basic information about the listed entity at – www.udayjewellery.com. The quarterly, half yearly and annual financial results of the Company are made available on the website of the Company at <http://www.udayjewellery.com/investors/performance> and same is also published in the newspapers in one English National daily newspaper viz; “Business Standard” or “Financial Express” and one Regional Language Newspaper “Nava Telangana”.

The website also displays vital information relating to the Company and its performance. The Quarterly Results, Shareholding Pattern and all other corporate communication to the Stock Exchanges are filed through BSE Listing Centre, for dissemination on their website.

VI. GENERAL SHAREHOLDER INFORMATION:**1. Annual General Meeting for the Financial Year 2018-19**

Date	27th September, 2019
Time	12:30 P.M.
Venue	Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001
Book Closure Date	20th September, 2019 to 27th September, 2019
Dividend Payment date	No dividend has been recommended

2. Financial Year:-

The Company follows April-March as the Financial Year. The Board meeting calendar of the Financial Year ended 31st March, 2020 for approval of quarterly financial results is as follows:

Results for the quarter ending June 30, 2019	: Second week of August, 2019
Results for the quarter ending September 30, 2019	: Second week of November, 2019
Results for the quarter ending December 31, 2019	: Second week of February, 2020
Results for the quarter and year ending March 31, 2020	: Last week of May, 2020

3. Listing Details

Name and Address of Stock Exchange	Stock Code
BSE Limited	539518
ISIN of the Company	INE551B01012

Note: The Calcutta Stock Exchange has been de-recognized by SEBI.

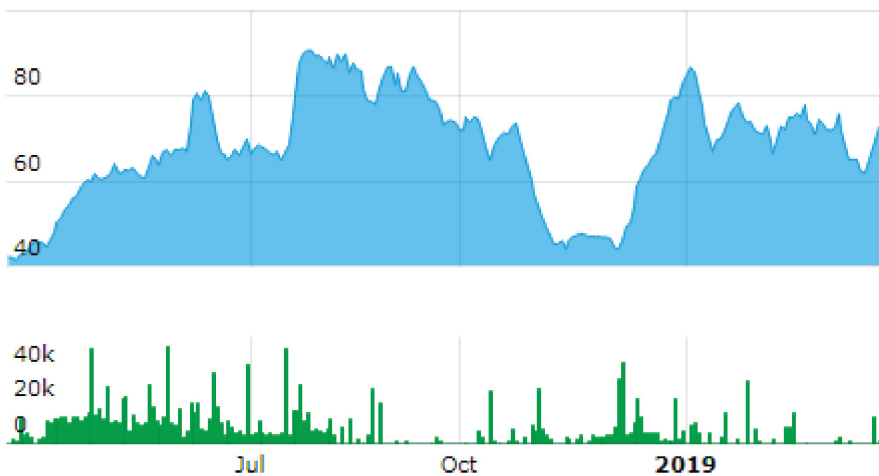
The Annual Listing fee for the Financial Year 2019-20 has been duly paid to the BSE Ltd.

4. Market Price Data

The Equity shares of the Company are listed at BSE Limited. The market price data of the shares of the Company traded during each month for the financial year ended 31st March, 2019 at Bombay Stock Exchange (BSE Limited) is as under:

Month	High (Price in Rs.)	Low (Price in Rs.)	Volume
April, 2018	60.25	39.45	1,85,247
May, 2018	70.00	57.85	4,36,368
June, 2018	88.00	61.20	3,02,038
July, 2018	92.50	59.10	2,60,651
August, 2018	90.00	74.10	88,838
September, 2018	87.95	73.15	7,557
October, 2018	78.00	60.15	67,841
November, 2018	59.60	42.05	85,889
December, 2018	83.25	42.05	2,20,194
January, 2019	90.65	63.65	1,01,108
February, 2019	79.75	66.50	38,534
March, 2019	76.40	61.85	23,654

5. Market performance of the Company during the Financial Year 2018-19



6. Registrar and Share Transfer Agent

During the year, there was no change in the Registrar and Share Transfer Agent of the Company.

Bigshare Services Private Limited

306, Right Wing, 3rd Floor Amrutha Ville,
Opp. Yashoda Hospital, Somajiguda
Rajbhavan Road, Hyderabad – 500082
Ph:- 040- 40144967/582
Fax:- 040-23370295
Email:- bsshyd@bigshareonline.com
Website:- www.bigshareonline.com

7. Share Transfer System

The share transfers which are received in physical form are processed by the Registrar and Transfer Agents and the share certificates are returned after affecting the transfer, subject to the documents being valid and complete in all respects.

8. Distribution of Shareholding as at 31st March, 2019

Category (No. of shares)	Number of holders	% of total holders	Number of shares	% of total shares
Upto 500	417	59.23	52220	0.27
501- 1000	132	18.75	124697	0.64
1001- 2000	32	4.55	57426	0.30
2001- 3000	18	2.56	45001	0.23
3001- 4000	11	1.56	39134	0.20
4001-5000	9	1.28	43606	0.22
5001- 10000	15	2.13	137838	0.71
10001 and above	70	9.94	18943088	97.43
Total	704	100.00	19443010	100

9. Dematerialization of Shares and Liquidity:

The Company's shares are available for trading in both "National Securities Depository Limited" and "Central Depository Services (India) Limited". As on 31st March, 2019, 99.04% of the total issued Equity shares representing 1,92,57,263 Equity shares are held in dematerialized form. As on 31st March, 2019, the total issued Equity shares is 1,94,43,010, including 25,78,890 Equity shares of Rs. 10/- each issued on 18th October, 2018 upon conversion of warrants issued under Preferential Issue. The processing activities with respect to the requests received for dematerialization are generally completed within 21 days from the date of receipt of request.

10. Outstanding Global depository receipts or American depository receipts or warrants or convertible instruments:- NIL**11. Address for correspondence**

Registered Office: Plot No. 5-9-60, Flat No. 301,
Moghuls Court Building, Deccan Tower Complex,
Basheerbagh, Hyderabad – 500001
Email:- info@udayjewellery.com

VII. OTHER DISCLOSURES**1. Disclosure on materially significant related party transactions**

During the Financial Year 2018-19, there were no materially significant related party transactions that may have potential conflict with the interest of the Company at large. All Related Party Transactions entered during the year were in ordinary course of the business and on Arm's Length basis. In accordance with the provisions of the Companies Act, 2013 and SEBI Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available at Company's website at <http://www.udayjewellery.com/investors/downloads>. The said policy defines the materiality of related party transactions and lays down the procedures of dealing with Related Party Transactions.

All Related Party Transactions are placed before the Board of Directors and the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for transactions which are of repetitive nature and / or entered in the ordinary course of business and are at Arm's Length.

2. Details of non-compliance by the Company

There were NIL non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market, during the last three years.

3. Establishment of vigil mechanism and whistle blower policy

In accordance with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy, as part of vigil mechanism to provide appropriate avenues to the Directors and employees to report instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. It also provides for adequate safeguards against victimization of Directors and employees who avail the mechanism. No personnel have been denied access to the Audit Committee pertaining to the Whistle Blower Policy. The Whistle Blower Policy is available on the website of the Company at www.udayjewellery.com.

4. Details of compliance with Mandatory requirements

During the financial year 2018-19, the Company has complied with all mandatory requirements as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

5. Affirmation and Disclosure

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31st March, 2019 and a declaration to that effect, signed by the Managing Director is attached and forms part of this Report.

The Company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the Listing Regulations, to the extent applicable to the Company.

DECLARATION REGARDING CODE OF CONDUCT:

To the Shareholders,

I hereby declare that in terms of Regulation 26(3) of the SEBI Listing Regulations, all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company as on 31st March, 2019.

Date: 13.08.2019

Place: Plot No 5-9-60, Flat No 301,
Moghuls Court, Basheerbagh,
Hyderabad – 500001

Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033

COMPLIANCE CERTIFICATE
[Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

To
The Board of Directors,
Uday Jewellery Industries Limited,
Hyderabad

We, the Managing Director and Chief Financial Officer of the Company, do hereby certify in accordance with Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part B of Schedule II thereto, that :

- A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2019 and to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We jointly accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors namely M/s Venugopal & Chenoy, Chartered Accountants, Hyderabad and the Board Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that have been taken or proposed to be taken to rectify these deficiencies.
- D. We have indicated, to the Auditors and Audit Committee:
- i) significant changes, in the internal control over financial reporting during the year; if any;
 - ii) significant changes, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements, if any; and
 - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Date: 13.08.2019
Place: Plot No 5-9-60,
Flat No 301, Moghuls Court,
Basheerbagh, Hyderabad – 500001

Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033

Sd/-
Rakesh Agarwal
Chief Financial Officer

INDEPENDENT AUDITORS' REPORT

To
Members,
Uday Jewellery Industries Limited,
Hyderabad.

Report on the Standalone Ind AS Financial Statements

Opinion

We have audited the accompanying standalone Ind AS financial statements of **Uday Jewellery Industries Limited** ('the Company'), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss (including other comprehensive income), statement of changes in Equity and the statement of cash flows for the year then ended and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Auditor's response
<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard) Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date</p>	<p>Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognised over a period. Additionally, Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings. We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.sheet date</p>

Other Information:

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

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears

to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the financial statements.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A to this report, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder;
- e) on the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
- 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. There are no pending litigations for the company that will impact the financial position of the company;
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended.

According to the information and explanations given to us and based on our examination of the records the Company, the Company has not paid any managerial remuneration to any director.

FOR VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS
FRN: 004671S

Sd/-
(P.V.SRI HARI)
Partner
Membership No.021961

Place: Hyderabad
Date: 30.05.2019

Annexure A to the Independent Auditors' Report

The Annexure A referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31, 2019, we report that:

- i)(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies have been noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company
- ii) a) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such 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 has maintained proper records of the said stocks. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.
- iii) During the year, the Company has not granted any loans secured or unsecured to parties covered in the register maintained under section 189 of the Act. Hence paragraph 3(iii) of the Order is not applicable.
- iv) In our opinion and according to the information and explanations provided to us, during the year, the company has not given any loans, made investments, given guarantees or given security to parties covered under the provisions of section 185 and 186 of the Companies Act 2013. Hence paragraph 3(iv) of the order is not applicable.
- v) The Company has not accepted any deposits, within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under
- vi) In our opinion and according to the information and explanations given to us, the Company is not required to maintain Cost records under Central Government under sub-section (1) of the section 148 of the Act.
- vii) a) According to the information and explanations given to us and on the basis of examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, Goods and service tax, duty of customs, duty of excise, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts are payable in respect of income tax, sales tax, Goods and services tax, duty of customs, duty of excise,

value added tax or cess and other material statutory dues were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable

- b) According to information and explanations given to us and records of the Company examined by us, there are no dues of Income Tax, Sales Tax, Value added Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess or Goods and Services Tax outstanding on account of any disputes.
- viii) According to the information and explanations given to us and on the basis of examination of the records, the company has not defaulted in repayment of loans along with interest to the Banks/financial institutions during the year.
- ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments). In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which the loans were obtained.
- x) According to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records of the Company, no remuneration has been paid during the year and hence the provisions of section 197 do not apply.
- xii) The Company is not a Nidhi Company. Hence, paragraph 3 (xii) of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has issued 25,78,890 Equity Shares of Rs. 10 each on private placement basis. The company has complied with section 42 of the Companies Act, 2013. These shares were issued on conversion of share warrants.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**FOR VENUGOPAL & CHENOY
CHARTERED ACCOUNTANTS**

FRN: 004671S

**Sd/-
(P.V.SRI HARI)**

Partner

Membership No.021961

Place: Hyderabad
Date: 30.05.2019

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Uday Jewellery Industries Limited** ("the Company") as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company needs to document procedures and controls vis-à-vis internal controls over Financial Reporting.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR VENUGOPAL & CHENYOY
CHARTERED ACCOUNTANTS**
FRN: 004671S

Sd/-
(P.V.SRI HARI)
Partner
Membership No.021961

Place : Hyderabad
Date : 30.05.2019

BALANCE SHEET AS AT 31ST MARCH, 2019

(Rs. in lakhs)

Particulars	Note No.	31st March, 2019	31st March, 2018
A Assets			
1 Non-Current assets			
(a) Property, Plant & Equipment	1	103.05	115.80
(b) Financial assets			
(i) Investments	2	-	-
(ii) Loans	3	250.00	250.00
(iii) Others	4	21.27	20.89
(c) Deferred tax Asset (net)	5	-	1.49
(d) Other non-current assets	6	7.56	9.45
Total Non-Current Assets		381.88	397.63
2 Current assets			
(a) Inventories	7	2,423.42	1,202.57
(b) Financial assets			
(i) Trade receivables	8	1,981.41	1,883.04
(ii) Cash & Cash Equivalents	9	5.68	207.99
(iii) Others	10	22.42	24.84
(c) Current tax assets (net)	11	-	2.17
(d) Other Current assets	12	80.05	18.98
Total Current Assets		4,512.98	3,339.59
Total Assets		4,894.86	3,737.22
B Equity & Liabilities			
1 Equity			
(a) Equity share capital	13	2,023.37	1,765.48
(b) Other Equity	13	1,616.67	1,198.14
Total Equity		3,640.05	2,963.62
2 Liabilities			
Non Current liabilities			
(a) Financial liabilities			
(i) Borrowings	14	0.61	27.38
(b) Deferred tax liabilities (net)	15	0.22	-
(d) Other non-current liabilities		-	-
Total Non Current Liabilities		0.83	27.38
Current liabilities			
(a) Financial liabilities			
(i) Borrowings	16	1,149.64	669.54
(ii) Trade payables			
(a) Total outstanding dues of micro and small enterpriese	17	-	0.23
(b) Total outstanding dues of creditors other than micro and small enterpriese	17	65.22	68.29
(b) Other current liabilities	18	17.42	8.15
(c) Provisions		-	-
(c) Current tax liabilities (net)	19	21.71	-
Total Current Liabilities		1,253.98	746.22
Total Equity and Liabilities		4,894.86	3,737.22

Our Report attached,
For VENUGOPAL & CHENOY,
CHARTERED ACCOUNTANTS,

For Uday Jewellery Industries Ltd.,

Sd/-
(P.V.SRI HARI)
Partner
Membership No.021961

Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693

Sd/-
Pritha Sanghi
Director
DIN: 02681491

Hyderabad
Date: 30.05.2019

Sd/-
Rakesh Agarwal
Chief Financial Officer

Sd/-
Sher Singh Verma
Company Secretary
M. No. A58060

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH,2019 (Rs. in lakhs)

Particulars	Note No.	31st March, 2019	31st March, 2018
Revenue from operations	20	7,341.29	7,154.80
Other income	21	26.06	27.53
Total Revenue (I)		7,367.35	7,182.32
Expenses:			
Cost of materials consumed	22	7,931.95	6,692.99
Changes in inventories	23	(1,220.85)	(163.51)
Employee benefits expense	24	58.74	48.70
Finance costs	25	95.66	63.85
Depreciation	1	18.31	17.25
Other expenses	26	80.33	222.52
Total Expenses (II)		6,964.13	6,881.80
Profit before tax and exceptional items (I-II)		403.22	300.52
Exceptional Items		-	-
Profit before tax		403.22	300.52
Tax expense:			
Current tax		92.18	61.40
Income tax pertaining to earlier years		-	(0.30)
Deferred tax		1.71	1.44
Profit after tax		309.32	237.99
Other Comprehensive income			
A (i) Items that will not be reclassified to profit or loss (net of tax)		-	-
B (i) Items that will be reclassified to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income after tax		309.32	237.99
Earnings per equity share:	27		
Basic		1.72	1.66
Diluted		1.47	1.66
Accounting Policies	28		

Our Report attached,
For VENUGOPAL & CHENOY,
CHARTERED ACCOUNTANTS,

For Uday Jewellery Industries Ltd.,

Sd/-
(P.V.SRI HARI)
Partner
Membership No.021961

Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693

Sd/-
Pritha Sanghi
Director
DIN: 02681491

Hyderabad
Date: 30.05.2019

Sd/-
Rakesh Agarwal
Chief Financial Officer

Sd/-
Sher Singh Verma
Company Secretary
M. No. A58060

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2019 (Rs. in lakhs)

Particulars	31st March, 2019	31st March, 2018
A. Cash flows from Operating Activities		
Net Profit before tax	403.22	300.52
Adjustments for:		
Depreciation	18.31	17.25
Finance Cost	95.66	63.85
Loss on Sale of Fixed Assets	-	-
Dividend Income	-	-0.01
Interest Income	-24.70	-24.00
Gain on Shares investment	-	-3.24
Operating profit before working capital changes	492.49	354.38
Working capital changes:		
(Increase) / Decrease in Inventories	-1,220.85	-163.51
(Increase) / Decrease in Trade Receivables	-98.37	-1,017.98
(Increase) / Decrease in Other Current financial Assets	2.42	31.40
(Increase) / Decrease in Other Financial Assets	-0.38	26.70
(Increase) / Decrease in Other Non current Assets	1.89	-9.45
(Increase) / Decrease in Other Current Assets	-61.07	109.34
Increase / (Decrease) in Trade Payables & Provisions	-3.31	59.53
Increase / (Decrease) in Other Current Liabilities	9.27	-7.03
Cash Generated from Operations	-877.92	-616.62
Direct Taxes	-68.30	-63.69
Net Cash Flow from Operating Activities	-946.22	-680.30
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	-	-
Purchase of Fixed Assets	-5.57	-26.09
Interest Income	24.70	24.00
Gain on Shares investment	-	3.24
Dividend Income	-	0.01
Net Cash used in investing Activities	19.13	1.16
C.Cash flows from Financing Activities		
Finance Cost	-95.66	-63.85
Increase / (Decrease) in Borrowings	453.33	-278.22
Issue of share warrents	367.10	1,226.67
Net Cash used in Financing Activities	724.77	884.59
Net increse/(decrease) in Cash and Cash Equivalents	-202.32	205.45
Cash and Cash equivalents at the beginning of the year	207.99	2.54
Cash and Cash equivalents at the end of the year	5.68	207.99

Notes:

- The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Ind AS -7 issued by the Institute of Chartered Accountants of India.
- The Previous years figures have been regrouped wherever necessary in order to confirm to this year's presentation.

**Our Report attached,
For VENUGOPAL & CHENOY,
CHARTERED ACCOUNTANTS,**

For Uday Jewellery Industries Ltd.,

**Sd/-
(P.V.SRI HARI)
Partner
Membership No.021961**

**Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693**

**Sd/-
Pritha Sanghi
Director
DIN: 02681491**

**Hyderabad
Date: 30.05.2019**

**Sd/-
Rakesh Agarwal
Chief Financial Officer**

**Sd/-
Sher Singh Verma
Company Secretary
M. No. A58060**

NOTE 1:Property, Plant & Equipment

Asset	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 01.04.2018	Additions during the Year	Sales/ Adjustments during the Year	As at 31.03.2019	As at 01.04.2018	For the Year	Sales/ Adjustments during the Year	As at 31.03.2019	As at 31.03.2019
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Computer	0.55	0.95	-	1.50	0.36	0.16	-	0.52	0.98
Furniture & Fixtures	9.82	1.29	-	11.11	1.13	1.14	-	2.27	8.83
Office equipment	10.28	2.10	-	12.37	3.35	2.36	-	5.71	6.66
Plant & Machinery	8.38	1.23	-	9.62	1.13	0.66	-	1.80	7.82
Vehicles	111.83	-	-	111.83	19.09	13.99	-	33.08	78.75
TOTAL	140.86	5.57	-	146.43	25.07	18.31	-	43.38	103.05
(Previous year)	114.78	26.09	-	140.86	7.82	17.25	-	25.07	115.80

Note:2 Investments (Financial assets)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Unsecured Considered good Investment In Shares	-	-
Total	-	-

Note:3 Long term loans & Advances (Financial assets)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Unsecured Considered good Loans Advanced	250.00	250.00
Total	250.00	250.00

Note:4 Other Financial Assets

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Unsecured Considered good Deposits(others)	19.02	20.80
Others	2.26	0.09
Total	21.27	20.89

Note:5 Deferred tax Asset (Net)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Deferred tax liabilities Opening Balance	1.49	2.93
Less: During the year	(1.49)	(5.89)
Less: IND AS Adjustments		4.45
Total	-	1.49

Note:6 Non current Assets

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Unsecured Considered good Others	7.56	9.45
Total	7.56	9.45

Note:7 Inventories

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Raw materials	-	-
Work-in-progress	2,003.96	996.91
Finished goods	419.46	205.66
Total	2,423.42	1,202.57

Note:8 Trade Receivables (Financial assets)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Unsecured Considered good Trade Recivables	1,981.41	1,883.04
Total	1,981.41	1,883.04

Note:9 Cash & Bank Balances (Financial assets)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Cash & Cash equivalents: Cash on hand	4.01	4.37
Balances with banks in current accounts	1.67	203.62
Total	5.68	207.99

Note:10 Other Financial Assets

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Interest receivable	22.42	24.84
Total	22.42	24.84

Note:11 Current tax Asset (net)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Income tax Refundable	-	2.17
Total	-	2.17

Note:12 Other Current assets

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
VAT Receivable	-	-
GST Receivable	40.33	18.21
Others	39.72	0.77
Total	80.05	18.98

Note:14 Borrowings (Financial liabilities)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Secured Loan Vehicle loans	0.61	27.38
Total	0.61	27.38

Note:15 Deferred tax Liabilities (Net)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Deferred tax liabilities Opening Balance	-	-
Additions during the year	0.22	-
Total	0.22	-

**Note 13:
Equity Share Capital:**

Particulars	31.03.2019
Authorized share capital 26,00,00,000 Equity Shares of Rs.10/- each	2,600.00
Issued,Subscribed and Paid up capital	
(a) 1,68,64,120 Equity shares of Rs.10 Each,Fully paid up	1,686.41
(b) Shares Forfeited Account	79.07
Changes during the year	
(a) 25,78,890 Equity shares of Rs.10 Each,Fully paid up	257.89
Total	2,023.37

Other Equity:

(Rs. in lakhs)

Particulars	Reserves and Surplus			Other Comprehensive income	Money received on issue of share warrants	Total
	Securities Premium Reserve	Capital Reserve	Retained Earnings			
Balance as at 31st March, 2018	1,039.58	68.12	(154.30)	-	244.74	1,198.14
Adjustments:-						
Issue of share warrants	-	-	-	-	367.10	367.10
Conversion of share warrants into Equity shares	231.58	-	-	-	(489.47)	(257.89)
Total comprehensive income	-	-	309.32	-	-	309.32
Closing Balance as at 31st March, 2019	1,271.16	68.12	155.03	-	122.37	1,616.67

Note:16 Borrowings (Financial liabilities)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Secured Loan		
Working capital loan(CC)	1,122.90	640.95
Vehicle loans	26.74	28.59
Total	1,149.64	669.54

Note:17 Trade payables (Financial liabilities)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Trade Payables		
(a) Total outstanding dues of micro and small enterprises	0	0.23
(b) Total outstanding dues of creditors other than micro and small enterprises"	65.22	68.29
Total	65.22	68.52

Note:18 Other Current liabilities

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Others	17.42	8.15
Total	17.42	8.15

Note:19 Current tax liabilities (net)

(Rs. In Lakhs)

Particulars	31.03.2019	31.03.2018
Provision for income tax	21.71	-
Total	21.71	-

Note 20 : Revenue from operations

(Rs. In Lakhs)

Particulars	31st March, 2019	31st March, 2018
Sale of products		
- Domestic Sales	7,056.05	7,173.27
- Export Sales	285.24	-
Less: Excise Duty	-	(18.47)
Revenue from operations (net)	7,341.29	7,154.80

Note 21:Other income

Particulars	31st March, 2019	31st March, 2018
Discount Received	-	0.02
Dividend Received	-	0.01
Gain on valuation of Shares	-	3.24
Interest Income	24.70	24.00
Other Income	1.36	0.26
	26.06	27.53

Note 22 : Cost of raw material consumed

(Rs. In Lakhs)

Particulars	31st March, 2019	31st March, 2018
Purchases	7,931.87	6,692.91
Stores and Consumables	0.08	0.07
	7,931.95	6,692.99

Note 23 : Changes in inventories

(Rs. In Lakhs)

Particulars	31st March, 2019	31st March, 2018
Work-in-progress		
Inventory at the beginning of the year	996.91	1,029.46
Inventory at the closing of the year	(2,003.96)	(996.91)
	(1,007.05)	32.54
Finished Goods		
Inventory at the beginning of the year	205.66	9.61
Inventory at the closing of the year	(419.46)	(205.66)
	(213.81)	(196.05)
Changes in Inventories	(1,220.85)	(163.51)

Note 24 : Employee benefits expense

(Rs. In Lakhs)

Particulars	31st March, 2019	31st March, 2018
Salaries, Wages and Bonus	57.28	48.60
Contribution to Provident Fund	0.57	0.07
Contribution to ESI	0.34	0.04
Incentive paid	0.55	-
	58.74	48.70

Note 25 : Finance costs

(Rs. In Lakhs)

Particulars	31st March, 2019	31st March, 2018
Bank Charges and Interest	91.93	57.26
Interest on Vehicle Loan	3.73	6.60
	95.66	63.85

Note 26 : Other expenses

(Rs. In Lakhs)

Particulars	31st March, 2019	31st March, 2018
As Auditor		
- Statutory Audit	0.50	0.50
- Tax Audit	0.15	0.15
	0.65	0.65
Power and Fuel	2.12	1.35
Repairs and Maintenance	5.86	3.07
Rates and Taxes	3.93	0.71
Commission	0.34	-
Donation	0.01	-
Postage, Telegrams & Telephones	2.62	0.60
Travelling & Conveyance	1.21	-
Printing & Stationery	1.79	0.38
Insurance	2.10	1.94
Advertisement and publicity	2.32	1.64
Jobwork charges	23.69	183.45
Legal and professional fee	15.57	15.08
Rent	11.45	7.80
Membership fee	0.23	0.10
Security services	3.15	1.30
Exchange rate fluctuation	2.18	-
Business Promotion	-	0.27
Miscellaneous Expenses	1.11	4.18
	80.33	222.52

Note 27: Earnings per share (EPS)

(Rs. In Lakhs)

Particulars	31st March, 2019	31st March, 2018
Profit after tax	309.32	237.99
Weighted average number of equity shares in calculating basic EPS (Nos In Lakhs)	180.23	143.51
Weighted average number of equity shares in calculating diluted EPS (Nos In Lakhs)	210.17	143.51
Basic Earnings per Equity Share	1.72	1.66
Diluted Earnings per Equity Share	1.47	1.66

Notes to the Financial Statements

28. General Information

The Company was originally incorporated under the Companies Act, 1956 on 13.05.1999 under the name of "Net Trade Innovations Private Limited" at Kolkata. The Company was primarily dealing in shipping business. The Company was subsequently converted into a Public Limited Company on February 16, 2000 with the changed name of "Hifunda.Com Limited" and further to "Hifunda Limited" with the changed business activities. The present promoters took over the Company in 2011 and the name was changed to "Uday Jewellery Industries Limited". Subsequently, the Registered Office of the Company was shifted from the state of West Bengal to the state of Andhra Pradesh (Now Telangana). The Registered Office of the Company is situated at Plot No. 5-9-60, Flat 301, Moghuls Court Building, Deccan Tower Complex, Basheerbagh, Hyderabad- 500001, Telangana.

The manufacturing unit of the Company is located at Plot No. 5-9-60, Flat No. 301, Moghuls Court Building, Deccan Tower Complex, Basheerbagh, Hyderabad- 500001. The unit was set up in the month of August 2015, with intent to expand its existing business profile. The unit specializes in creating handmade jewellery studded with cz and colour stones. Moreover, the Company has another manufacturing unit at 3-6-290/20, 2nd Floor, Sadana Building, Hyderguda, Hyderabad- 500029.

During the period, the Company has also entered into the overseas market and started export of its products. Further, out of the proceeds of Preferential issue of warrants convertible into equity shares wherein the Company has received further funds to enable increase in the working capital flow to boost the operations, the Company has expanded its manufacturing capacities and set up a new manufacturing unit at 3-6-291/4/A, 1st Floor, Opp. Bharat Petrol Pump, Hyderguda, Hyderabad- 500029.

29. Basis of preparation of Financial Statements

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs, Government of India vide Notification dated February 16, 2015. Accounting policies have been applied consistently to all periods presented in these financial statements. The Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company. All amounts included in the financial statements are reported in Indian rupees (in Rupees) except number of equity shares and per share data, unless otherwise stated.

The accounting policies have been applied consistently to all periods presented in these financial statements.

30. Use of estimates and judgement

The preparation of financial statements requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

31. Additional information pursuant to Schedule III of the Companies Act, 2013

Value of Raw Materials, Stores and Spares Consumed and Percentage

(Rs. In Lakhs)

Particulars	31st March, 2019		31st March, 2018	
	Percentage	Value	Percentage	Value
a. Raw Materials				
i. Indigenous	100.00	7931.87	100.00	6692.91
ii. Imported	-	-	-	-
	100.00	7931.87	100.00	6692.91
b. Stores and Spares				
i. Indigenous	100.00	0.08	100.00	0.07
ii. Imported	-	-	-	-
	100.00	0.08	100.00	0.07

32. Financial Instruments- Fair Values and Risk Management

a. Financial Instruments by Categories

The following tables show the carrying amounts and fair values of financial assets and financial liabilities by categories. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(Amount in lakhs as of March 31, 2019)

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash & Cash Equivalents (Ref Note No. 9)	5.68	-	-	5.68	5.68
Trade Receivable (Ref Note No.8)	1981.41	-	-	1981.41	1981.41
Loans given (Ref Note No. 3)	250.00	-	-	250.00	250.00
Other Financial Assets (Ref Note No.4)	43.69	-	-	43.69	43.69
Liabilities:					
Trade Payable (Ref Note No.14)	65.22	-	-	65.22	65.22
Borrowings (Ref Note No 13&16)	1150.25	-	-	1150.25	1150.25

The carrying value and fair value of financial instruments by categories were as follows as on March 31, 2018:

(Amount in lakhs as of March 31, 2018)

Particulars	Cost	Financial assets/ liabilities at FVTPL	Financial assets/ liabilities at fair value through OCI	Total carrying value	Total fair value
Assets:					
Cash & Cash Equivalents (Ref Note No. 9)	207.99	-	-	207.99	207.99
Trade Receivable (Ref Note No.8)	1883.04	-	-	1883.04	1883.04
Loans given (Ref Note No. 3)	250.00	-	-	250.00	250.00
Other Financial Assets (Ref Note No.4)	45.73	-	-	45.73	45.73
Liabilities:					
Trade Payable (Ref Note No.14)	68.52	-	-	68.52	68.52
Borrowings (Ref Note No 13)	696.92	-	-	696.92	696.92

b. Fair Value Hierarchy

- **Level 1** - Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active markets.
- **Level 2** - Level 2 hierarchy includes financial instruments measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3** - Level 3 hierarchy includes financial instruments measured using inputs that are not based on observable market data (unobservable inputs).

The following tables show assets and liabilities which are measured at amortized cost for which fair values are disclosed:

(Amount in lakhs as at March 31, 2019)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique & key inputs	Significant unobservable inputs
Financial assets						
Security deposits	-	-	19.02	19.02	-	-
Others	-	-	2.26	2.26	-	-
Interest Receivable	-	-	22.42	22.42	-	-
Total financial assets	-	-	43.69	43.69	-	-
Financial Liabilities						
Borrowings	-	-	1149.64	1149.64	-	-
Others (current maturities of long term debt))	-	-	0.61	0.61	-	-
Total financial liabilities	-	-	1150.25	1150.25	-	-

(Amount in lakhs as at March 31, 2018)

Particulars	Level 1	Level 2	Level 3	Total	Valuation Technique & key inputs	Significant unobservable inputs
Financial assets						
Security deposits	-	-	20.80	20.80	-	-
Others	-	-	0.09	0.09	-	-
Interest Receivable	-	-	24.84	24.84	-	-
Total financial assets	-	-	45.73	45.73	-	-
Financial Liabilities						
Borrowings	-	-	669.54	669.54	-	-
Others (current maturities of long term debt))	-	-	27.38	27.38	-	-
Total financial liabilities	-	-	696.92	696.92	-	-

c. Financial risk management

The company's activities expose it to the following financial risks:

- market risk (see (a));
- credit risk (see (b)); and
- liquidity risk.(see (c)).

The company has not arranged funds that have any interest rate risk.

a) Market risk

(i) Foreign Exchange Risk

The company has no import transactions and hence there is no foreign exchange risk.

(ii) Price Risk

The company is not expose to price risk arises out of the investments in equity shares because the company does not hold any investment in equity shares.

b) Credit Risk

Credit risk refers to the risk of default on its obligation by a counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Accordingly, credit risk from trade receivables has been separately evaluated from all other financial assets in the following paragraphs

Trade Receivables:

The company has outstanding trade receivables amounting to INR 1981.41(in lakhs) and INR 1883.04(in lakhs) as of March 31, 2019 and March 31, 2018 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers.

Impairment on trade receivables is recognized based on expected credit loss in accordance with provisions of Ind AS 109. The company's historical experience for customers, present economic condition and present performance of the customers, future outlook for the industry etc are taken into account for the purposes of expected credit loss.

Credit risk exposure:

An analysis of age of trade receivables at each reporting date is summarized as follows:

(As at 31st March 2019, Amount in Rs lakhs)

Particulars	Gross amount	Impairment	Carrying Value
Past due less than 30 days	675.77	-	675.77
Past due more than 30 days but not more than 60 days	310.17	-	310.17
Past due more than 60 days but not more than 90 days	461.32	-	461.32
Past due more than 90 days but not more than 120 days	320.19	-	320.19
Past due more than 120 days	213.96	-	213.96
Total	1981.41	-	1981.41

(As at 31st March 2018, Amount in Rs lakhs)

Particulars	Gross amount	Impairment	Carrying Value
Past due less than 30 days	435.52	-	435.52
Past due more than 30 days but not more than 60 days	734.24	-	734.24
Past due more than 60 days but not more than 90 days	416.20	-	416.20
Past due more than 90 days but not more than 120 days	297.08	-	297.08
Past due more than 120 days	-	-	-
Total	1883.04	-	1883.04

Trade receivables are generally considered credit impaired after 120 days past due, unless the amount is considered receivable, when recoverability is considered doubtful based on the recovery analysis performed by the company for individual trade receivables.

Financial assets:

Credit risk relating to cash and cash equivalents is considered negligible because our counterparties are banks. There will be no credit risk related to employee loans as they are adjusted against their salaries.

(c) Liquidity Risk

Our liquidity needs are monitored on the basis of monthly and yearly projections. The company's principal sources of liquidity are cash and cash equivalents, cash generated from operations and availability of funding through an adequate amount of committed credit facilities to meet obligations when due.

Due to the dynamic nature of underlying businesses, the company maintains flexibility in funding by maintaining availability under committed credit lines.

Short term liquidity requirements consists mainly of sundry creditors, expense payable, employee dues arising during the normal course of business as of each reporting date. The company maintains sufficient balance in cash and cash equivalents to meet short term liquidity requirements.

The company assesses long term liquidity requirements on a periodical basis and manages them through internal accruals and committed credit lines.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities.

(Amount in Rs in lakhs as of March 31, 2019)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	10.08	-	55.14	-	-	65.22
Short term borrowings						
(cash credit)*	-	1122.90	-	-	-	1122.90
Long Term Borrowings	-	-	0.61	-	-	0.61
Other Financial Liabilities	-	26.74	-	-	-	26.74
Total	10.08	1149.64	55.75	-	-	1215.47

*Includes interest accrued on borrowings

(Amount in Rs in lakhs as of March 31, 2018)

Particulars	Less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Trade Payables	68.52	-	-	-	-	68.52
Short term borrowings (cash credit)*	640.95	-	-	-	-	640.95
Long Term Borrowings	-	-	27.38	-	-	27.38
Other Financial Liabilities	-	28.59	-	-	-	28.59
Total	709.47	28.59	27.38	-	-	765.44

*Includes interest accrued on borrowings

33. Disclosure in respect of Indian Accounting Standard 24 “Related Parties Disclosures”**Related Party Disclosures****A. Key Managerial Personnel (KMP):**

Sri Ritesh Kumar Sanghi – Managing Director

Sri Rakesh Agarwal - Chief Financial Officer

Mrs. Priyanka Agarwal - Company Secretary (From 25.08.2018 to 22.04.2019)

Sri Sher Singh Verma - Company Secretary (w.e.f. 22.04.2019)

B. Non - Executive Directors

Sri Sanjay Kumar Sanghi

Smt. Pritha Sanghi

Sri Ramprasad Vempati- Independent

Sri Siddharth Goel- Independent

Sri Vikram Goel- Independent

C. Enterprises in which Key Management Personnel has significant influence

Trisa Retail Limited

Narbada Gems and Jewellery Limited

Sanghi Jewellers Private Limited

D. Relatives of Key Management Personnel

Sri Sanjay Kumar Sanghi - Director

Smt. Pritha Sanghi – Director

Smt. Sarala Sanghi

E. Related Party Transactions

Particulars	31st March, 2019	31st March, 2018
Sanghi Jewellers Private Limited:		
Purchases (Net of returns)	2,12,30,891/-	7,92,37,986/-
Sales (Net of returns)	1,65,84,573/-	1,75,01,045/-
Jobwork Charges (Expense)	23,69,224/-	1,83,44,887/-
Rent (Expense)	2,25,000/-	0.00
Amount Receivable/(Payable) as on	(27,000)/-	(22,980)/-
Narbada Gems and Jewellery Limited:		
Purchases (Net of returns)	1,37,52,280/-	0.00
Sales (Net of returns)	4,19,49,725/-	0.00
Amount Receivable/(Payable) as on	-	-
Sarala Sanghi – Rent (Expense)	7,80,000/-	7,80,000/-
Amount Payable to Sarala Sanghi as on	58,500/-	58,500/-
Trisa Retail Limited:		
Interest on Inter Corporate Loan (Income)	24,00,000/-	24,00,000/-
Amount Receivable from Trisa Retail Ltd as on:		
Interest on Inter Corporate Loan	22,41,712/-	24,83,712/-
Inter Corporate Loan	2,50,00,000/-	2,50,00,000/-

34. Disclosure in respect of Indian Accounting Standard (Ind AS)-33 “Earnings Per Share (EPS)”

- a) **Basic EPS:** The earnings and weighted average number of ordinary shares used in the calculation of basic EPS and Basic EPS is as follows:

(Amount in Rs lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Earnings used in calculation of basic earnings per share(A)	309.32	237.99
Weighted average number of ordinary shares for the purpose of basic earnings per share(B)	180.23	143.51
Basic EPS(A/B)	1.72	1.66

- b) **Diluted EPS** The earnings and weighted average number of ordinary shares used in the calculation of Diluted EPS is as follows:

(Amount in Rs lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Earnings used in calculation of basic earnings per share(A)	309.32	237.99
Weighted average number of ordinary shares for the purpose of basic earnings per share(B)	210.17	143.51
Diluted EPS(A/B)	1.47	1.66

35. Disclosure in respect of Indian Accounting Standard (Ind AS)-115: “Revenue from Contract with Customers)

Transitional Provision

The company has adopted the new Indian Accounting Standard 115 (Revenue from Contract with Customers) retrospectively with cumulative effect of adoption as an adjustment to opening retained earnings as on 01.04.2018. The company has examined the changes brought in under Ind AS 115 and observed that there has been no impact on the opening retained earnings as at 01.04.2018.

A. (i) Contracts with customers

(a) Company has recognized the following revenue during the year from contracts with its customers

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Sale of products	73,41,28,883	71,54,79,897
Sale of services	-	-
Other operating revenue	-	-
-Claims	-	-
-Subsidy	-	-
-Despatch Earned	-	-
-Other Trade Income	-	-
Total	73,41,28,883	71,54,79,897

(b) Company has recognized the following amount as impairment loss against the amount receivables from its customers or contract assets arising due to contract with its customers.

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Impairment Loss	-	-

(ii) Disaggregation of Revenue

Particulars	For the year ended March 31, 2019	As % to Total Revenue	For the year ended March 31, 2018	As % to Total Revenue
Pure Gold	3,77,95,242.72	5.14%	71,29,917.48	0.10%
Cz Stones	4,36,091.26	0.06%	6,02,045.00	0.08%
Studded Gold Jewellery	69,58,97,549.15	94.80%	70,77,47,931.58	98.92%
Total	73,41,28,883.13	100%	71,54,79,894.06	100.00%

(iii) Contract Balances

Receivables

Particulars	As at March 31,2019	As at March 31,2018
Opening Balance	18,83,03,791.00	8,65,05,848.00
Addition/deduction during the year	98.36,906.00	10,17,97,943.00
Closing Balance	19,81,40,697.00	18,83,03,791.00

Contract Assets

Company recognized contract assets when it satisfies its obligation by transferring the goods or services to the customer and right to receive the consideration is established which is subject to some conditions to be fulfilled by the company in future before receipt of consideration amount. Being a trading company performance obligation of the company is satisfied upon transferring a promised goods or service to its customers and there is no obligation on the part of the company which remains unexecuted.

Contract Liabilities

During the Year the Advances received are recognised as revenue and as on 31st March there are no advances.

Practical expedients

During the year company has entered into sales contracts with its customers where some of the part is yet to be executed, same has not been disclosed as per practical expedient as the duration of the contract is less than one year or right to receive the consideration established on completion of the performance by the company.

B. Significant judgements in the application of this standard

- (i) Revenue is recognized by the company when the company satisfies a performance obligation by transferring a promised good or service to its customers. Asset/goods/services are considered to be transferred when the customer obtains control of those asset/goods/services.
- (ii) The company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which an entity expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, GST etc.).
- (iii) The consideration promised in a contract with a customer may include fixed amounts, variable amounts, or both. Any further adjustment will be made by raising debit/credit notes on the customer. While determining the transaction price effects of variable consideration, constraining estimates of variable consideration, the existence of a significant financing component in the contract, non-cash consideration and consideration payable to a customer is also considered.
- (iv) Certain adjustments have been made during the year in contract value which is not significant keeping in view the amount involved.

C. Assets Recognised from costs to obtain or fulfil a contract with a customer

Being a trading company, costs incurred by the company are fixed in nature with no significant incremental cost to obtain or fulfil a contract with a customer and same is charged to profit and loss as a practical expedient.

36. Accounting Policies under Ind AS:**1. Significant Accounting Policies****1.1 Statement of Compliance and basis of preparation of Financial Statements**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs, Government of India vide Notification dated February 16, 2015. Accounting policies have been applied consistently to all periods presented in these financial statements.

The Financial Statements are prepared under historical cost convention from the books of accounts maintained under accrual basis except for certain financial instruments which are measured at fair value and in accordance with the Indian Accounting Standards prescribed under the Companies Act, 2013

1.2 Application of Indian Accounting Standards (Ind-AS)

All companies (listed or unlisted) having net worth of Rs 5,000 Million or more are required to adopt Ind AS. All amounts included in the financial statements are reported in of Indian rupees (Rupees in Lakhs) except number of equity shares and per share data, unless otherwise stated.

1.3 Use of estimates and judgment

The preparation of financial statements requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

1.4 Functional and presentation currency

These financial statements are presented in Indian rupees, the national currency of India, which is the functional currency of the Company.

1.5 Revenue Recognition

i) Operating Income

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discount and volume rebates. Revenue is recognized when the significant risks and rewards of ownership have been transferred to the buyer, it is probable that economic benefits associated with the transaction will flow to the entity, the associated costs incurred or to be incurred in respect of the transaction can be measured reliably and there is no continuing management involvement with the goods. The point of transfer of risks and rewards depends upon the terms of the contract of sale with individual customers.

ii) Other Income

The income relating to the core activities of the company which are not included in revenue from sales / services, are accounted for under Other Income.

iii) Revenue Recognition on Actual Realization

Revenue is recognized on accrual basis except in the following items which are accounted for on actual realization since realisability of such items is uncertain, in accordance with the provisions of Ind AS-18 :-

- a) Duty credit / exemption under various promotional schemes of EXIM policy in force, Tax credit, refund of custom duty on account of survey shortage, and refund of income-tax/service tax / sales-tax /VAT and interest thereon etc.
- b) Decrees pending for execution/contested dues and interest thereon, if any:
- c) Interest on overdue recoverable where realisability is uncertain.
- d) Liquidated damages on suppliers/underwriters.

1.6 Property, Plant and Equipments

All Property, Plant and Equipments (PPE) are stated at carrying value in accordance with previous GAAP, which is used as deemed cost on the date of transition to Ind AS using the exemption granted under Ind AS 101.

The cost of an item of property, plant and equipment is recognized as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The cost of an item of PPE is the cash price equivalent at the recognition date. The cost of an item of PPE comprises:

- i) Purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- ii) Costs directly attributable to bringing the PPE to the location and condition necessary for it to be capable of operating in the manner intended by management.
- iii) The initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which the company incurs either when the PPE is acquired or as a consequence of having used the PPE during a particular period for purposes other than to produce inventories during that period.

The company has chosen the cost model of recognition and this model is applied to an entire class of PPE. After recognition as an asset, an item of PPE is carried at its cost less any accumulated depreciation and any accumulated impairment losses.

1.7 Depreciation

Depreciation is provided on straight line method as per the useful lives approved by the Board of Directors, which are equal to those provided under schedule II of the Companies Act, 2013. The useful life of an asset is reviewed at each financial year-end. Each part of an item of PPE with a cost that is significant in relation to the total cost of the asset and if the useful life of that part is different from remaining part of the asset; such significant part is depreciated separately. Depreciation on all such items have been provided from the date they are 'Available for Use' till the date of sale / disposal and includes amortization of intangible assets and lease hold assets. Freehold land is not depreciated. An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset.

The useful lives of the assets are taken as under:-

Name of Assets	Useful life as adopted by the company as per Schedule II
A. General Assets	
Furniture & Fittings	10
Office Equipment	5
Vehicles – Car	8
Computers - Servers and networks	3
Computers – End User Devices	3

1.8 Inventory

Inventories are valued at lower of cost or net realizable value.

Basis of determination of cost remain as follows:

Raw Materials, Work-in-process and Finished goods - On Weighted average cost basis.

1.9 Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

1.10 Contingent Liabilities / Assets

Contingent Liabilities

Contingent liabilities are not recognized but disclosed in Notes to the Accounts when the company has possible obligation due to past events and existence of the obligation depends upon occurrence or non-occurrence of future events not wholly within the control of the company.

Contingent liabilities are assessed continuously to determine whether outflow of economic resources have become probable. If the outflow becomes probable then relative provision is recognized in the financial statements.

Where an entity is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability. The entity recognises a provision for the part of the obligation for which an outflow of resources embodying economic benefits is probable, except in the extremely rare circumstances where no reliable estimate can be made. Contingent Liabilities are disclosed in the General Notes forming part of the accounts.

Contingent Assets

Contingent Assets are not recognised in the financial statements. Such contingent assets are assessed continuously and are disclosed in Notes when the inflow of economic benefits becomes probable. If it's virtually certain that inflow of economic benefits will arise then such assets and the relative income will be recognised in the financial statements.

1.11 Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income/statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets

are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognized if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

1.12 Impairment

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalue amount, in which case the impairment loss is treated as a revaluation decrease.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

At the end of each reporting period, the company reviews the carrying amounts of its tangible, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the

extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, The Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified,

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Impairment of financial assets

Financial assets, other than those at Fair Value through Profit and Loss (FVTPL), are assessed for indicators of impairment at the end of each reporting period. Financial assets are considered to be impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected. For Available for Sale (AFS) equity investments, a significant or prolonged decline in the fair value of the security below its cost is considered to be objective evidence of impairment.

For all other financial assets, objective evidence of impairment could include:

- Significant financial difficulty of the issuer or counterparty;
- Breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the borrower will enter bankruptcy or financial re-organisation; or the disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial assets, such as trade receivables, assets are assessed for impairment on individual basis. Objective evidence of impairment for a portfolio of receivables could include company's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period of zero days, as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets that are carried at cost, the amount of impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables; such impairment loss is reduced through the use of an allowance account for respective financial asset. When a trade receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognized.

De-recognition of financial assets

The Company de-recognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, The Company recognises its retained interest

in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

1.13 Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments consist of:

- Financial assets, which include cash and cash equivalents, trade receivables, unbilled revenues, finance lease receivables, employee and other advances, investments in equity and debt securities and eligible current and non-current assets;
- Financial liabilities, which include long and short-term loans and borrowings, bank overdrafts, trade payables, eligible current and non-current liabilities.

Non derivative financial instruments are recognized initially at fair value including any directly attributable transaction costs. Financial assets are derecognized when substantial risks and rewards of ownership of the financial asset have been transferred. In cases where substantial risks and rewards of ownership of the financial assets are neither transferred nor retained, financial assets are derecognized only when the Company has not retained control over the financial asset.

Subsequent to initial recognition, non derivative financial instruments are measured as described below:

a) Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents include cash in hand, at banks and demand deposits with banks, net of outstanding bank overdrafts that are repayable on demand and are considered part of the Company's cash management system. In the statement of financial position, bank overdrafts are presented under borrowings within current liabilities.

b) Investments in liquid mutual funds, equity securities (other than Subsidiaries, Joint Venture and Associates) are valued at their fair value. These investments are measured at fair value and changes therein, other than impairment losses, are recognized in other comprehensive income and presented within equity, net of taxes. The impairment losses, if any, are reclassified from equity into statement of income. When an available for sale financial asset is derecognized, the related cumulative gain or loss recognised in equity is transferred to the statement of income.

c) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Loans and receivables are initially recognized at fair value plus directly attributable transaction costs and subsequently measured at amortized cost using the effective interest method, less any impairment losses. Loans and receivables comprise trade receivables, unbilled revenues and other assets.

The company estimates the un-collectability of accounts receivable by analysing historical payment patterns, customer concentrations, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

d) Trade and other payables

Trade and other payables are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest method. For these financial instruments, the carrying amounts approximate fair value due to the short term maturity of these instruments.

1.14 Prior Period Errors

Errors of material amount relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively, to the extent practicable along with change in basic and diluted earnings per share. However, where retrospective restatement is not practicable for a particular period then the circumstances that lead to the existence of that condition and the description of how and from where the error is corrected are disclosed in Notes to Accounts. Taking into account the nature of activities of the company, prior period errors are considered material if the items of income / expenditure collectively (net) exceed 0.5% of sales turnover of the company.

37. Approval of financial statements

The financial statements were approved by the board of directors and authorised for issue on 30-05-2019.

Our Report attached,
For **VENUGOPAL & CHENOY**,
CHARTERED ACCOUNTANTS,

For **Uday Jewellery Industries Ltd.**,

Sd/-
(P.V.SRI HARI)
Partner
Membership No.021961

Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693

Sd/-
Pritha Sanghi
Director
DIN: 02681491

Hyderabad
Date: 30.05.2019

Sd/-
Rakesh Agarwal
Chief Financial Officer

Sd/-
Sher Singh Verma
Company Secretary
M. No. A58060

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ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
(Annual General Meeting –27th September, 2019)

I hereby record my presence at the 20th Annual General Meeting of the Company held on, 27th day of September, 2019 at 12:30 P.M. at Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad-500001.

Full name of the member (In BLOCK LETTERS).....

Folio No.DP ID No.Client ID No.....

Full name of Proxy (In BLOCK LETTERS):

Member/ Proxy(s) Signature:

----- Tear here -----

**FORM NO. MGT-11
PROXY FORM**

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

CIN: L74900TG1999PLC080813

Name of the Company: **Uday Jewellery Industries Limited**

Registered Office: Plot No. 5-9-60, Flat No. 301, Moghuls Court Building, Basheerbagh, Hyderabad – 500001

Name of the Member(s):

Registered Address:

E-mail ID:

Folio No/ Client ID:

DP ID:

I/ We, being the member(s) of shares of the above named Company, hereby appoint:

1. Name: Address:
E-mail ID: Signature:
or falling him
2. Name: Address:
E-mail ID: Signature:
or falling him
3. Name: Address:
E-mail ID: Signature:

----- Tear here -----

As my our proxy to attend and vote (on a poll) for me/ us on my/ our behalf at the 20th Annual General Meeting of the Company, to be held on Friday, 27th day of September, 2019 at 12:30 P.M. at Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

S. No.	Resolution	For	Against
	Ordinary Business:		
1.	To receive, consider and adopt the Audited Financial Statements for the year ended on 31st March, 2019 and the Report of the Board of Directors and Auditors thereon.		
2.	To re-appoint Mrs. Pritha Sanghi, Director (DIN: 02681491), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To re-appoint Statutory Auditors and to fix their remuneration.		
	Special Business:		
4.	To re-appoint Shri Ramprasad Vempati (DIN: 01903161) as an Independent Director of the Company.		
5.	To re-appoint Shri Vikram Goel (DIN: 05104754) as an Independent Director of the Company.		
6.	To appoint Shri Praveen Kumar Agarwal (DIN: 02012257) as an Independent Director of the Company		
7.	To appoint Mr. Uday Sanghi (DIN: 08533271) as Director of the Company		
8.	To approve the Related Party Transactions of the Company		

Signed this day of 2019

Signature of the Shareholder(s) Signature of Proxy (s).....

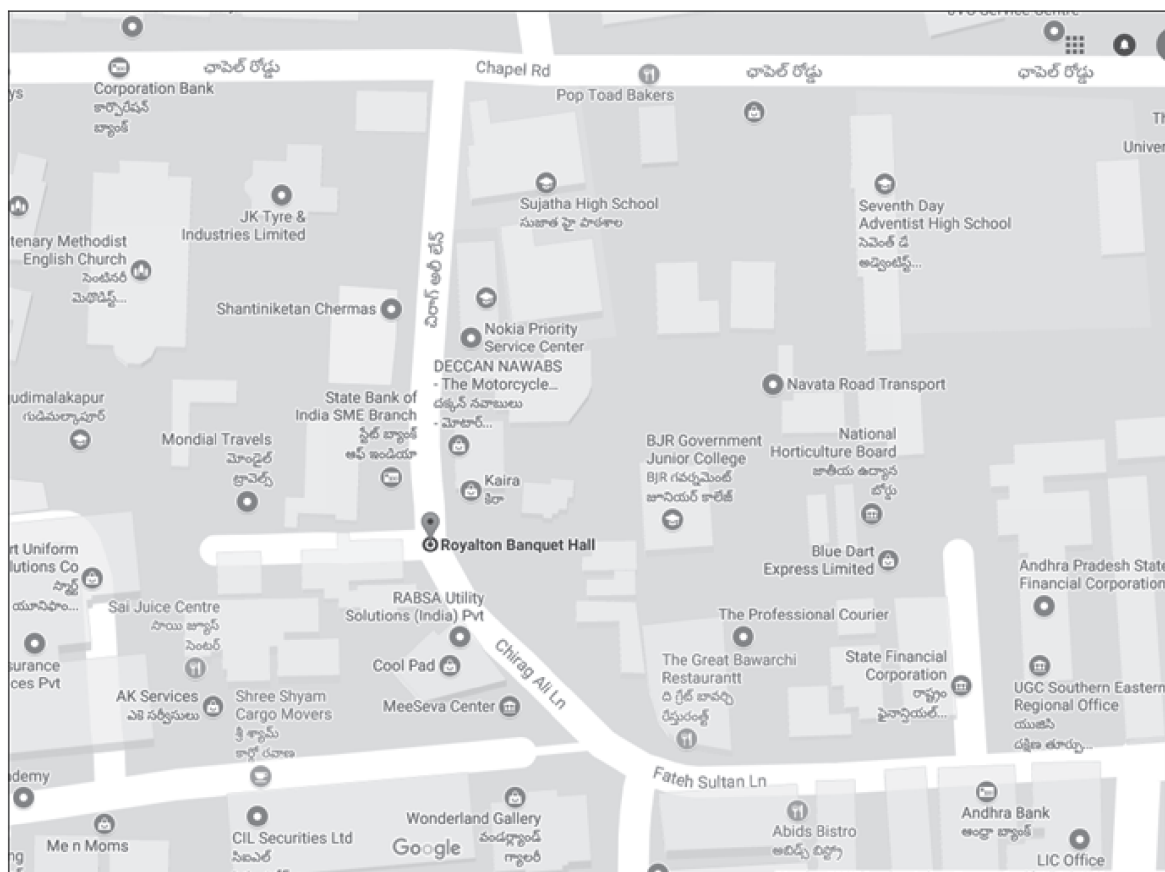
Note: The form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.

Affix Revenue Stamp

ROUTE MAP FOR THE 20th ANNUAL GENERAL MEETING- 27.09.2019

VENUE:

Hotel Royalton,
5-9-208, Chappel Road,
Abids, Hyderabad- 500001



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KUBIXTM
Swarovski Jewellery

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UDAY JEWELLERY INDUSTRIES LIMITED

REGISTERED OFFICE: Plot No.5-9-60, Flat No. 301, Moghuls Court Building,
Deccan Tower Complex, Basheerbagh, Hyderabad - 500 001.
Tel: +91-40- 4853 8411, E-mail: info@udayjewellery.com.