



**Radhika**<sup>®</sup>  
**JEWELTECH LIMITED**

CIN : U27205GJ2016PLC093050  
3-4-5, RAJSHRUNGI COMPLEX Palace Road, Rajkot - 360 001. TeleFax : 0281 - 2225066, 2233100  
Cell : 96245 31000 E-mail : radhikajeweltech@gmail.com web : www.radhikajeweltech.com

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

Date : 11.10.2018

Dear Sir,

**Subject :** To submit Annual Report for the financial year 2017-18  
**Ref :** Script Id : "RADHIKAJWE" and Script Code : 540125

With reference to captioned subject we hereby submit Annual Report for the financial year 2017-18 of Radhika Jeweltech Limited under regulation 34 of SEBI (Listing Obligation and Disclosure Requirement ) Regulation 2015.

Please acknowledge the same and take on your record.

Thanking you.

For, RADHIKA JEWELTECH LIMITED

**ASHOKKUMAR M. ZINZUWADIA**  
**(MANAGING DIRECTOR)**  
**(DIN : 07505964)**



# **RADHIKA JEWELTECH LIMITED**

## **Second ANNUAL REPORT 2017 – 2018**

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<b>2<sup>nd</sup> ANNUAL GENERAL MEETING</b>	
<b>DAY:</b>	SATURDAY
<b>DATE:</b>	29 <sup>th</sup> SEPTEMBER 2018
<b>TIME:</b>	11.00 AM
<b>VENUE:</b>	Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001

## **COMPANY INFORMATION**

<b>Board of Directors</b>		
<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>
1.	Ashokkumar Mathurdas Zinzuwadia (DIN: 07505964)	Managing Director
2.	Hareshbhai Mathurbhai Zinzuwadia (DIN:07505968)	Whole-time Director
3.	Darshit Ashokbhai Zinzuwadia (DIN: 07506087)	Whole-time Director
4.	Natwarlal Dholakia Vachhraj (DIN: 00470090)	Independent Director
5.	Pravinaben Anantraí Geria (DIN: 07580390)	Independent Director
6.	Tulsidas Prabhudas Bhanani (DIN: 07587342)	Independent Director

<b>Statutory Auditor</b>	M/s. H. S. Jani & Associates Chartered Accountants 701/702/708, Sakar – V, Natraj Cinema, Ashram Road, Ahmedabad – 380 009. Tel: 079 7926583708 Firm Registration No.: 127515W Membership No.: 124104
<b>Company secretary &amp; compliance officer</b>	CS Pooja Sejpal
<b>Chief financial officer</b>	Jatin D. Dhinora
<b>Consulting Company Secretary &amp; Secretarial Auditor</b>	S. V. Nadiyapara & Co., Practicing Company Secretary 214, Four Plus Complex, Sardarnagar Main Road, Rajkot. - 360003. Contact No.: 9558404160 ACS 42126 CP No. 15645
<b>Bankers</b>	HDFC BANK Palace Road, Rajkot – 360001.
<b>Register Office Of Company, CIN, Email Id &amp; Website</b>	Radhika Jeweltech Limited CIN : L27205GJ2016PLC093050 3-4-5, "RAJ SHRUNGI" COMPLEX, PALACE ROAD, RAJKOT 360001 (GUJARAT). Tel.: 0281-2233100 Fax: 0281-2241917 e-mail: radhikajeweltech@gmail.com <a href="http://radhikajeweltech.com/">http://radhikajeweltech.com/</a>
<b>Registrar &amp; Share Transfer Agent</b>	Satellite Corporate Services Private Limited Unit. No 49, Building No. 13 A-B, 2 <sup>nd</sup> Floor, Samhita Commercial Co- Op. Society Ltd, Off Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400 072 (Maharashtra) Tel : 022-28520461
<b>Listing</b>	BSE Limited (SME Platform) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.

## COMMITTEES OF THE BOARD

<b>Designation</b>	<b>Audit Committee</b>	<b>Nomination &amp; Remuneration Committee</b>	<b>Stakeholders Relationship Committee</b>	<b>Corporate Social Responsibility Committee</b>
<b>Chairman</b>	Natwarlal Dholakia Vachhraj	Natwarlal Dholakia Vachhraj	Pravinaben Anantrai Geria	Tulsidas Prabhudas Bhanani
<b>Member</b>	Pravinaben Anantrai Geria	Tulsidas Prabhudas Bhanani	Tulsidas Prabhudas Bhanani	Darshit Ashokbhai Zinzuwadia
<b>Member</b>	Tulsidas Prabhudas Bhanani	Pravinaben Anantrai Geria	Natwarlal Dholakia Vachhraj	Hareshbhai Mathurbhai Zinzuwadia

## **NOTICE**

**Notice** is hereby given that the 2<sup>nd</sup> Annual General Meeting of the members of Radhika Jeweltech Limited will be held on Saturday, the 29<sup>TH</sup> September, 2018 at 11:00 A.M. at Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001 to transact the following Business:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended 31<sup>st</sup> March, 2018, including audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Darshi A. Zinzuwadia (DIN: 07506087), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, the appointment of Mr. Hersh Samir Jani, Proprietor of M/s. H. S. Jani & Associates, Chartered Accountants, (Firm Registration No. 127515W), Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 3<sup>rd</sup> Annual General Meeting be and is hereby ratified and their appointment be at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable GST and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### **SPECIAL BUSINESS :**

4. Revision in terms of remuneration of Ashokkumar Zinzuwadia, Managing Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that in partial modification of Resolution passed at the Extra Ordinary General Meeting of the Company held on 1<sup>st</sup> August 2016 for the appointment and terms of remuneration of Ashokkumar Zinzuwadia (DIN: 07505964), Managing Director of the Company and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Ashokkumar Zinzuwadia, Managing Director of the Company, by way of increase remuneration payable to Ashokkumar Zinzuwadia (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the

Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary ₹10,00,000 per month (Ten Lakh per month), increasing thereby, all benefits related to the quantum of salary, with effect from 1<sup>st</sup> August 2018 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

5. Revision in terms of remuneration of Darshit Zinzuwadia, Whole Time Director

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED that in partial modification of Resolution passed at the Extra Ordinary General Meeting of the Company held on 1<sup>st</sup> August 2016 for the appointment and terms of remuneration of Darshit Zinzuwadia (DIN: 07506087), Whole Time Director of the Company and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Darshit Ashokbhai Zinzuwadia, Whole Time Director of the Company, by way of increase remuneration payable to Darshit Ashokbhai Zinzuwadia (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary ₹10,00,000/- per month (Ten Lakh per month), increasing thereby, all benefits related to the quantum of salary, with effect from 1<sup>st</sup> August 2018 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. Revision in terms of remuneration of Hareshbhai Zinzuwadia, Whole Time Director

To consider and, if thought fit, to pass the following resolution as an Special Resolution:

“RESOLVED that in partial modification of Resolution passed at the Extra Ordinary General Meeting of the Company held on 1<sup>st</sup> August 2016 for the appointment and terms of remuneration of Hareshbhai Zinzuwadia (DIN: 07505968), Whole Time Director of the Company and pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as



amended from time to time, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Hareshbhai Zinzuwadia, Whole Time Director of the Company, by way of increase remuneration payable to Hareshbhai Zinzuwadia (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to fix his salary ₹10,00,000/- per month (Ten Lakh per month), increasing thereby, all benefits related to the quantum of salary, with effect from 1<sup>st</sup> August 2018 for the remainder of the tenure of his contract, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER that the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

**Date: 20<sup>th</sup> August, 2018**  
**Place: Rajkot**

**By Order of the Board**  
**For, RADHIKA JEWELTECH LIMITED**

**Sd/-**  
**Ashokkumar M. Zinzuwadia**  
**Managing Director**  
**DIN: 07505964**

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### ITEM NO. 4

At the Extra ordinary General Meeting held on 1<sup>st</sup> August 2016, the members of the Company had approved of the appointment and terms of remuneration of Ashokkumar Zinzuwadia as Managing Director of the Company for a period of 5 years from 1<sup>st</sup> August 2016 including *inter alia* salary up to maximum of ₹ 6,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Ashokkumar Zinzuwadia, on the recommendation of the NRC, the Board, at its meeting held on 20<sup>th</sup> August 2018, has revised the salary payable to Ashokkumar Zinzuwadia to ₹ 10,00,000 per month with effect from 1<sup>st</sup> August 2018 for the remainder of his term upto 31<sup>st</sup> July 2021, with proportionate increase in the benefits related to his salary, subject to the approval of the members of the Company. All other terms and conditions of appointment of Ashokkumar Zinzuwadia as Managing Director of the Company, as approved at the Extra ordinary General Meeting of the Company held on 1<sup>st</sup> August 2016, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The Directors are of the view that the remuneration payable to Ashokkumar Zinzuwadia as Managing Director is commensurate with his abilities and experience and, accordingly, commend the Resolution at Item No.4 of the accompanying Notice for approval by the members of the Company.

Except Ashokkumar Zinzuwadia, Darshit Zinzuwadia and Hareshbhai Zinzuwadia or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 4.

### ITEM NO. 5

At the Extra ordinary General Meeting held on 1<sup>st</sup> August 2016, the members of the Company had approved of the appointment and terms of remuneration of Darshit Zinzuwadia as Whole Time Director of the Company for a period of 5 years from 1<sup>st</sup> August 2016, including *inter alia* salary of ₹ 6,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Darshit Zinzuwadia, on the recommendation of the NRC, the Board, at its meeting held on 20<sup>th</sup> August 2018, has revised the salary payable to Darshit Zinzuwadia to ₹ 10,00,000 per month with effect from 1<sup>st</sup> August 2018 for the remainder of his term upto 31<sup>st</sup> July 2021, with proportionate increase in the benefits related to his salary, subject to the approval of the members of the Company. All other terms and conditions of appointment of Darshit

Zinzuwadia as Whole Time Director of the Company, as approved at the Extra ordinary General Meeting of the Company held on 1<sup>st</sup> August 2016, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The Directors are of the view that the remuneration payable to Darshit Zinzuwadia as Whole Time Director is commensurate with his abilities and experience and, accordingly, commend the Resolution at Item No.5 of the accompanying Notice for approval by the members of the Company.

Except Darshit Zinzuwadia, Ashokkumar Zinzuwadia and Hareshbhai Zinzuwadia or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 5.

#### **ITEM NO. 6**

At the Extra ordinary General Meeting held on 1<sup>st</sup> August 2016, the members of the Company had approved of the appointment and terms of remuneration of Hareshbhai Zinzuwadia as WholeTime Director of the Company for a period of 5 years from 1<sup>st</sup> August 2016, including *inter alia* salary of ₹ 6,00,000 per month.

Taking into consideration the increased business activities of the Company and the responsibilities cast on Hareshbhai Zinzuwadia, on the recommendation of the NRC, the Board, at its meeting held on 20<sup>th</sup> August 2018, has revised the salary payable to Hareshbhai Zinzuwadia to ₹ 10,00,000 per month with effect from 1<sup>st</sup> August 2018 for the remainder of his term upto 31<sup>st</sup> July 2021, with proportionate increase in the benefits related to his salary, subject to the approval of the members of the Company. All other terms and conditions of appointment of Hareshbhai Zinzuwadia as Whole Time Director of the Company, as approved at the Extra ordinary General Meeting of the Company held on 1<sup>st</sup> August 2016, remain unchanged.

The aggregate of the remuneration as aforesaid shall be within the maximum limits as laid down under Section 197 and all other applicable provisions, if any, of the Act read with Schedule V to the Act, as amended and as in force from time to time.

In compliance with the provisions of Sections 196, 197 and other applicable provisions of the Act, read with Schedule V to the Act, the revised terms of remuneration specified above are now being placed before the members for their approval.

The Directors are of the view that the remuneration payable to Hareshbhai Zinzuwadia as Whole Time Director is commensurate with his abilities and experience and, accordingly, commend the Resolution at Item No.6 of the accompanying Notice for approval by the members of the Company.

Except Hareshbhai Zinzuwadia, Darshit Zinzuwadia and Ashokkumar Zinzuwadia or their relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in this resolution set out at item no. 6.

**Date: 20<sup>th</sup> August, 2018**  
**Place: Rajkot**

**By Order of the Board**  
**For, RADHIKA JEWELTECH LIMITED**

**Ashokkumar M. Zinzuwadia**  
**Managing Director**  
**DIN: 07505964**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.

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

IN ORDER TO BE EFFECTIVE, PROXIES SHOULD BE DULY STAMPED, COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING.

2. The Register of Members and Share Transfer Books will remain closed from Tuesday, 25th day of September 2018 to Friday, 28th day of September, 2018 (both days inclusive) for the purpose of the Annual General Meeting.
3. Information regarding appointment / re-appointment of directors and Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special businesses to be transacted at the Annual General Meeting is annexed hereto.
4. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, and in terms of the approval given by the Board at the Board Meetings of the Company held on July 23, 2016, the auditors of the Company, M/s. H. S. Jani & Associates, Chartered Accountants are eligible to hold the office up to this Annual General Meeting. The appointment of M/s. H. S. Jani & Associates, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the 6<sup>th</sup> annual general meeting has been put up for the approval of member.
5. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
6. In terms of Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those

members through e-mail, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

7. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant or Registrar.
8. With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
9. Members, who still hold share certificates in physical form are advised to dematerialize their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
10. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Satellite Corporate Services Private Limited, Unit No. 49, Building No. 13 A-B, 2<sup>nd</sup> Floor, Samhita Commercial Co-Op Society Ltd., Off Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400 072 (Maharashtra), India, E- mail: [service@satellitecorporate.com](mailto:service@satellitecorporate.com). Members whose shareholdings are in electronic mode are requested to approach their respective depository participants for effecting change of address.
11. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the meeting.
12. Pursuant to provisions of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in the prescribed Form SH-13 (a copy of which shall be made available on request) with the Company or share transfer agent.
13. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
14. Members/Proxies are requested to bring the copies of annual reports and attendance slips to attend the meeting. Attendance Slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
15. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.

16. Complete particulars of the venue of the Meeting including route map and mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the company at [www.radhikajeweltech.com](http://www.radhikajeweltech.com).

**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT**

Name of the Director	Darshit Ashokbhai Zinzuwadia
DIN	07506087
Nature	Re-appointment as Whole-Time Director (Retire by Rotation)
Date of Birth	28.08.1991
Qualification	Graduation
Date of Appointment	22.07.2016
Experience	He has more than 5 years experience in the field of Retail Jewellery Business
Directorship Held in other Public Limited Company	NA
No. of Shares Held	1190000
List of other companies in which Directorship are held (other than Section 8 Company)	NA
Chairmanship or membership on other companies	NA

**Date: 20<sup>th</sup> August, 2018**  
**Place: Rajkot**

**By Order of the Board**  
**For, RADHIKA JEWELTECH LIMITED**

**Ashokkumar M. Zinzuwadia**  
**Managing Director**  
**DIN: 07505964**

## 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]

**RADHIKA JEWELTECH LIMITED**  
**CIN : U27205GJ2016PLC093050**  
**3-4-5, "RAJ SHRUNGI" COMPLEX, PALACE ROAD,**  
**RAJKOT 360001 (GUJARAT)**

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 Radhika Jeweltech Limited, hereby appoint

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

E-mail Id: .....Signature: ..... or failing him/her

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Saturday 29<sup>th</sup> September 2018 at Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution	Vote (Optional see Note 2)*	
		For	Against
1	Adoption of financial statement of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors' and Auditors' thereon.		
2	To appoint Darshit Zinzuwadia (DIN: 07506087) as Whole-time Director, who retires by rotation and being eligible, offers herself for re-appointment.		
3	To ratify Appointment of Statutory Auditor of the company and fixing their remuneration.		
4	Revision in terms of remuneration of Ashokkumar Zinzuwadia, Managing Director		
5	Revision in terms of remuneration of Darshit Zinzuwadia, Whole Time Director		
6	Revision in terms of remuneration of Hareshbhai Zinzuwadia, Whole Time Director		



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Affix  
Revenue  
Stamp

Signature of shareholder

Signature of 1<sup>st</sup> Proxy holder(s)

Signature of Proxy 2<sup>nd</sup> holder(s)

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
  2. \*It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
-

**ATTENDANCE SLIP**

**RADHIKA JEWELTECH LIMITED  
CIN : U27205GJ2016PLC093050  
3-4-5, "RAJ SHRUNGI" COMPLEX, PALACE ROAD,  
RAJKOT 360001 (GUJARAT)**

**2<sup>nd</sup> ANNUAL GENERAL MEETING**

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting \*DP Id No. \_\_\_\_\_ \*Client Id No. \_\_\_\_\_ Regd. Folio No. \_\_\_\_\_

Name: \_\_\_\_\_

Address: \_\_\_\_\_

No. of Shares held: \_\_\_\_\_

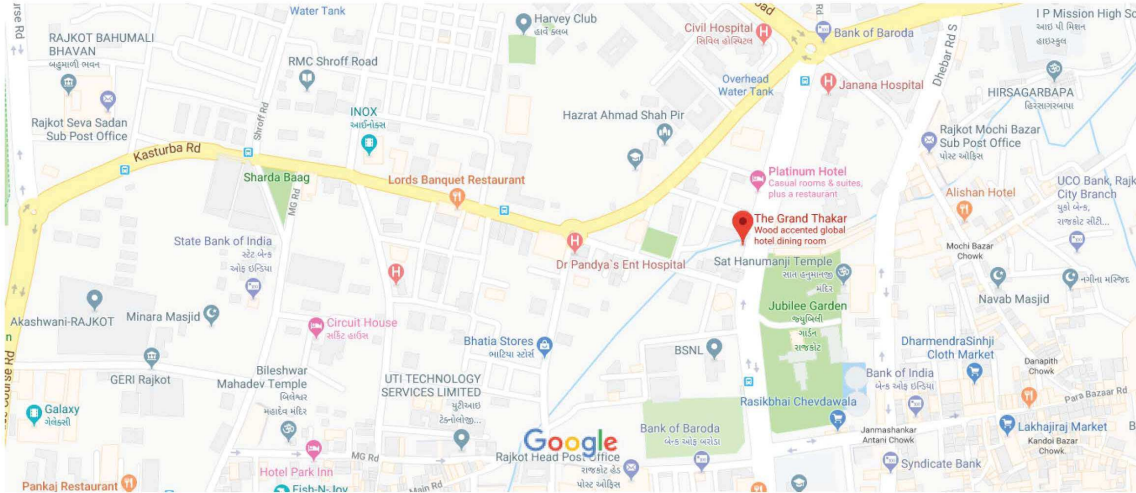
I hereby record my presence at the 2<sup>nd</sup> Annual General Meeting of Radhika Jeweltech Limited on Saturday 29<sup>th</sup> September 2018 at Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001.

\_\_\_\_\_  
Signature of the Member / Proxy

\*Applicable to members holding shares in electronic form

# Route Map for Venue of Annual General Meeting

Google Maps The Grand Thakar



## DIRECTORS' REPORT

To  
The Members of  
Radhika Jeweltech Limited  
Rajkot

Dear Members,

The Directors of your company take immense pleasure in presenting the 2<sup>nd</sup> report on the business and operations of your Company along with the Annual Report and Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2018.

### FINANCIAL RESULTS

No.	Particulars	2017-2018 (Amt. in Rs.)	2016-2017 (Amt. in Rs.)
1	Sales and Other Operating Income	2427264781.00	1616399403.35
2	Less: Total Expenses	2226813835.00	1511026068.93
3	Profit before Exceptional & Extraordinary items	200450946.00	105373334.42
4	Exceptional item	0	0
5	Profit before Tax (PBT)	200450946.00	105373334.42
	Less: Tax Expenses:		
6	1) Current Tax	83980304.00	13000000.00
	2) Deferred Tax	(1042508.00)	(176075.00)
7	Profit After Tax (PAT)	117513150.00	92549409.42
8	Net Profit carried to Balance Sheet	117513150.00	92549409.42

### FINANCIAL PERFORMANCE:

The revenue from operations of the company for the year ended March 31, 2018 has been jumped from ₹ 156.87 Crore to ₹ 239.62 Crore and Net profit after tax has also been jumped from ₹ 9.25 Crore to ₹ 11.75 Crore during the year under report.

**RESERVE:**

No amount is appropriated from Profit & Loss Account and transferred to any reserve account.

**CHANGE IN THE NATURE OF BUSINESS:**

There is no Change in the nature of the business of the Company during the year.

**MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

**DIVIDEND:**

With a view to conserve financial resources, The board of directors has not recommended any Dividend for the year ended on March 31, 2018.

**DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES:**

The Company does not have any Subsidiary, Joint venture or Associate Company.

**EXTRACT OF ANNUAL RETURN:**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2018 forms part of this report as "Annexure-A"

**DEPOSITS:**

The Company has not accepted any deposit from the public within the meaning of chapter V of the Companies Act 2013, and rules framed there under.

**DIRECTORS AND KMP:****● Re-appointment/Appointment**

As per the provisions of the Companies Act, 2013, Darshit Zinzuwadia Whole-time Director (DIN: 07506087) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends the reappointment of Darshit Zinzuwadia as Whole-time Director of the company.

## **Declaration by Independent Director**

Independent Director have given necessary declaration under Section 149(7) of the Companies Act, 2013 and as per the said declarations, they meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **Key Managerial Personnel**

The Board of Directors of the Company at its meeting held on June 9, 2017 confirmed and approved the appointment of Pooja Sejpal as Company Secretary and Compliance officer in place of Anjali Raythaththa pursuant to the provisions of Section 203 of the Companies Act, 2013.

## **COMMITTEES OF THE BOARD:**

The Company has constituted various committees. Following committees has been established as a part of the best corporate governance practices and are in compliance with the requirements of the relevant provisions of Companies Act, 2013 and SEBI (LODR) Regulation, 2015:

- 1) Audit Committee**
- 2) Shareholder and Investor Grievance Committee**
- 3) Nomination and Remuneration Committee**
- 4) Corporate Social Responsibility Committee**

A detailed note on the board and its committees is provided in the Corporate Governance Report forming part of this Annual Report.

## **BOARD EVALUATION:**

Pursuant to the section 134 (p) of Companies Act, 2013 read with Rule 8 (4) of Companies Accounts Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually, as well as the Board Committees.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning.

## **REMUNERATION POLICY:**

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remunerations provided in Section 178(3) of the Companies Act 2013, The Remuneration Policy is stated in the Corporate Governance Report.

## **RISK MANAGEMENT POLICY:**

In today's economic environment, Risk management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risk for the business. Company's risk management is embedded in the business processes and thereby reduces the risk to its possible extent.

The Board periodically reviews the operations of the Company and identifies the risk / potential risk, if any to the Company and implement the necessary course of action(s) which the Board deems fit in the best interest of the Company.

Further almost all the business operations are being carried out directly under the supervision and control of the Managing Director leaving no scope of any fraud or irregularities.

## **MEETINGS:**

During the year under review Fifteen Board Meetings were convened and held. and Five Audit Committee meeting were convened and held. The details of which are given in the Corporate Governance Report, which forms a part of this Annual Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

## **MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report for the year under review as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

## **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly. The Company has effective system in place for achieving efficiency in operations, optimum and effective utilization of resources, monitoring thereof and compliance with applicable laws.

## **AUDITORS:**

### **(A) Statutory Auditors**

Hersh S. Jani, Proprietor of M/s. H. S. Jani And Associates, Chartered Accountants, Ahmedabad (Firm Reg. No. 127515W) was appointed as Statutory Auditors of the Company for a period of 5 years pursuant to Section 139 of the Companies Act, 2013 at Annual General Meeting held on 29/09/2017, subject to ratification of the members at every Annual General Meeting. The Company has received a certificate from the said Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

The Board of Directors, therefore, recommends ratification of appointment of Hersh S. Jani, Proprietor of M/s. H. S. Jani And Associates, Chartered Accountants, Rajkot (Firm Reg. No. 127515W) for F.Y. 2018-19 as statutory auditors of the company.

### **(B) Secretarial Auditors and Secretarial Audit Report**

Pursuant to Section 204 of the Companies Act 2013, The Board has appointed Sandip V. Naidyapara of S. V. Nadiyapara and Co., Practising Company Secretary, Rajkot to conduct Secretarial Audit for the financial year 2017-18. The Company provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as **Annexure B** to this Report.

### **Statutory Auditors' and Secretarial Auditors' Observations in their Report and Directors' explanation thereto :**

As regards Statutory Auditors' Report, the Auditors' Report does not contain any qualification. Notes to Accounts and Auditors' remarks in their report are self-explanatory and hence do not require any further explanations.

And as regards Secretarial Auditors' observation for non registration of charge in terms of provisions of Companies Act, 2013, the board of directors state that non filing of CHG 1 for registration of charge was inadvertently and there was no malafide intention for non registration of charges and further the same is not of a nature to prejudice the position of the charge holder, shareholders or creditors of the company. The company is in process of registration of charge in accordance with the provisions of the Act.

The Board of directors assures that Company will take every step to avoid any non compliance in future and would also try to maintain high level of accuracy for such compliance.

### **COST AUDIT:**

As per the Cost Audit Orders, Cost Audit is not applicable to the Company.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

The company has not made any transactions, as stated in Section 186 of the Companies Act, 2013 and hence the details are not applicable to the company.

### **CORPORATE GOVERNANCE:**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by Companies Act, 2013. The report on Corporate Governance as stipulated under Companies Act, 2013 forms part of this Annual Report.



## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board and Audit committee.

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 including certain arm's length transactions under third proviso thereto is disclosed in Form No. AOC - 2 annexed as **Annexure C** with this report. Your Company's Policy on related Party Transactions, as adopted by the Board, can be accessed on the company's website.

## **PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires per-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

## **DECLARATION OF THE DIRECTORS ON THE CODE OF CONDUCT:**

This is to inform that the Company has adopted a Code of Conduct for its employees including the Directors. We confirm that the Company has in respect of the financial year ended 31st March, 2018 received from the senior management team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has adopted a vigil mechanism under Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board And Its Powers) Rule, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy to provide a mechanism to its directors, employees and other stakeholders to raise concerns, violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

## **DISCLOSURE UNDER WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013:**

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

### **ENVIRONMENT, HEALTH AND SAFETY:**

The Company is conscious of the importance of environmentally clean & safe operations. The Company's policy requires conduct of operation in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.

### **INDUSTRIAL RELATIONS:**

Relations with the Company's employees continue to be cordial. The Company has a good track record of harmonious relations with employees and all stake holders

### **PARTICULARS OF EMPLOYEES:**

The information pertaining to Section 197(12) read with Rule 5(1) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as **Annexure D**

### **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The Corporate Social Responsibility Committee (CSR Committee) of the Company has been formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure-E** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014.

Further, to comply with the requirements of the Corporate Social Responsibility (CSR) as per section 135 of the Companies Act, 2013, the Company has also spent towards Corporate Social Responsibility activities and contributed an amount of Rs.14,21,000/- to the Charitable trust which are for the purpose of accomplishment of its objects. The Company was required to spend an amount of Rs. 20,97,368/- being 2% of the average net profit of the immediately preceding financial year towards CSR activities as per the provisions of section 135 of the Act. The Company could not spend the amount ₹ 6,76,368/- which is required to be spent as a part of Corporate Social Responsibility (CSR).

The company considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of society. The CSR initiatives company are on the focus areas approved by the Board benefitting the community. However, the company has just embarked on the journey of ascertained CSR programs. For this reason, during the year, the Company's spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013. The CSR activities are scalable with

few new initiatives that may be considered in future and moving forward the Company will endeavor to spend the complete amount on CSR activities in accordance with the statutory requirements.

The Board of Directors assures that they would initiate all necessary actions for spending CSR amount as stipulated by the Companies Act, 2013 on qualifying activities.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**Part (A) & (B) pertaining to conservation of energy and technology absorption are not applicable to your Company.**

**(C) Foreign exchange earnings and Outgo:**

The company has neither earned nor outgo of foreign exchange.

**MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments which has occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**TRANSFER OF UNPAID AND UNCLAIMED AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

**a)** In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

**b)** The Directors have selected such accounting policies and applied them consistently

and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors have prepared the annual accounts on a 'going concern' basis;

e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### **ACKNOWLEDGEMENT:**

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

**Date: 30<sup>th</sup> May, 2018**  
**Place: Rajkot.**

**For and on behalf of the Board of Directors**  
**RADHIKA JEWELTECH LIMITED**

**Sd/-**  
**ASHOKKUMAR M. ZINZUWADIA**  
**Managing Director**  
**(DIN No: 07505964)**

# **MANAGEMENT DISCUSSION AND ANALYSIS**

## **1. INDUSTRY STRUCTURE AND DEVELOPMENTS**

### **INDUSTRY STRUCTURE**

The Radhika Jeweltech Limited (Radhika Jewellers – erstwhile Partnership firm) is engaged in the business of gold, silver, platinum, diamond jewellery and ornaments. The Radhika Jeweltech Limited (Radhika Jewellers – erstwhile Partnership firm) is a 31 years old jewellery manufacturer and merchant. Over the years, the Company earned huge trust and confidence from customers to emerge as a leading player. Today, the company has established itself to become one of the leading premium jewellery brands.

The company has always followed a customer-centric approach to create a strong brand connect. The company has always focussed on innovation and nurturing people skills, The company is renowned for its exclusive jewellery designs, manufactured through world class processes and technology, the products conforming to the highest specifications. The company's Product offerings cater mainly to the wedding and fashion segments. The company's in house design strength, combining traditional craftsmanship with modern research and computer aided design, and in-house diamond jewellery manufacturing capability result in market leading collections. The company with strong intellectual capital with varied experience across business domains ensures optimal sourcing, quality and cost control, giving it an edge over other players.

The Company's retail outlet provide an elegant and customer-friendly shopping experience through the use of contrasting colours, stylish product display, ambient lighting, elegant and appealing interiors, comfortable seating and extremely well-trained sales executive. The retail outlets stock a wide range of innovative and attractive jewellery designs for fashion-conscious men and women. The Company also provides the value-added service of manufacturing custom-made products.

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 6-7 per cent of the country's GDP. One of the fastest growing sectors, it is extremely export oriented and labour intensive. 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. India is deemed to be the hub of the global jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies.

### **DEVELOPMENTS**

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 the company is able to fulfill their changing demands better than the other local players. Moreover, increase in per capita income has led to an increase in sales of jewellery as the jewellery is a status symbol in India.

The Government of India, offered tax cuts for the middle class and other sections of society (5 per cent for the Rs 250,000-500,000 tax slab; which was 10 per cent initially). That initiatives will drive consumption, which will be favourable to the gems and jewellery industry.

The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilization of gold prices at lower levels is expected to drive volume growth for jewellers over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

## **2. OPPORTUNITIES AND THREATS**

### **OPPORTUNITIES**

Concentrating in one sector makes the company mature in the industry and gain efficiency in operations. Gold is one of the best performing and most stable assets across the globe over the long run and considered as safe investment.

Customer's preference in choosing hallmarked products over products made by un-organized manufacturers. With increasing job opportunities, rising demand for skilled labour and for India to maintain its growth momentum, there is a drive to encourage participation of women. Women being primary consumers of gold jewellery, their increasing entry into the workforce and disposable income would drive demand.

The rising literacy and increasing awareness of gold's returns and stability shall prompt individuals to purchase jewellery and coins for investment.

### **THREATS**

The fluctuating gold price acts as hurdle and shortage of skilled labour increases the production cost significantly.

The unorganised sector dominates the gems and jewellery industry in India, accounting for significant share. These players are mostly family jewellers having strong and long-standing relationship with middle-class consumers.

## **3. FINANCIAL PERFORMANCE**

The revenue from operation of the company during the maiden financial year ended 31st March, 2018 is ₹ 242.73 Crore. The company has achieved the Net profit of ₹ 11.75 Crore during the year ended 31st March, 2018.

## **4. RISK & CONCERNS**

The Company has a Risk Management Manual in place that defines the policies, strategies to decide on the risk taking ability of the organization. The Company constantly reviews its exposure to various types of risk, whether it be regulatory, operational, environmental, financial. The Company has in place adequate systems to ensure compliance with all regulatory and statutory matters reviews the same on a periodic basis and takes appropriate corrective action when necessary. It has in place a well-defined practice on the levels of inventory that need to be maintained which while ensuring customer serviceability and also credit risks are analyzed prior to taking exposures with customers.

## **5. INTERNAL CONTROL SYSTEMS**

The Company's internal control systems are commensurate with the nature of its business and the size and complexities of its operations. These systems are designed to ensure that all assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized, recorded and reported.

## **6. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT – EMPLOYEE DATA**

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 40

employees on rolls as on 31st March, 2018. Given the nature of the operations, a significant portion of the said employee strength comprises of administrative, Marketing, skilled and unskilled employees. The Management continued to enjoy cordial relations with the Employees resulting in motivation, efficiency and productivity. Your management feels proud to state that there were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union within the organization.

## **7. DISCLOSURES**

All related party transactions have been entered into in the ordinary course of business and were placed periodically before the Audit Committee and the Board of Directors. All transactions with the related parties were at arm's length. All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Directors neither participate in the discussion nor vote on such matters.

During the year the Company has entered into transaction with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large.

All details of transaction covered under related party transaction are given in the notes to account.

## **8. CAUTIONARY STATEMENT**

Statement in this Management Discussion and analysis describing the Company's objective, projects, estimates and expectations may be 'forward looking statement' within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward-looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations. These include economic conditions, Government regulations and Tax Laws, Political situation, natural calamities etc. over which the Company does not have any direct control.

**By Order of the Board**  
**For, RADHIKA JEWELTECH LIMITED**

**Sd/-**  
**ASHOKKUMAR MATHURDAS ZINZUWADIA**  
**Managing Director**  
**DIN: 07505964**

**Date: 30<sup>th</sup> May, 2018**  
**Place: Rajkot**

# CORPORATE GOVERNANCE REPORT

## I Corporate Governance philosophy:

The Company's philosophy on Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. We consider stakeholders as partners in our success, and we remain committed to maximizing stakeholders' value, be it shareholders, employees, suppliers, customers, investors, communities or policy makers. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust, is integral to creating enduring value for all. To ensure integrity, transparency, independence and accountability in dealing with all stakeholders, the Company has adopted various codes and policies to carry out business in an ethical manner.

## II Board of Directors:

The Board of Directors of the company comprise of six directors, and has an optimum combination of Executive, Non – Executive and Independent Directors.

### A. The details of the Board of Directors as on March 31, 2018 are given below:

Sr. No.	Name of Directors	Category	Board Meetings during the FY 2017-18		Directorships held in other Companies		Committee, Memberships held in other Companies		Shareholding as on 31.03. 2018	Last Annual General Meeting Attended
			Held	Attended	Director	Chairman	Member	Chairman		
1.	Ashokkumar Mathurdas Zinzuwadia (DIN: 07505964)	Promoter / Managing Director	Fifteen	Yes	-	-	-	-	5270000	Yes
2.	Hareshbhai Mathurbhai Zinzuwadia (DIN: 07505968)	Promoter / Whole-time Director	Fifteen	Yes	-	-	-	-	4590000	Yes



3.	Darshit Ashokbhai Zinzuwadia (DIN: 07506087)	Promoter / Whole-time Director	Fifteen	Yes	-	-	-	-	1190000	Yes
4.	Natwarlal Vachhraj Dholakia (DIN:06945854)	Independent Director	Fifteen	Yes	6	-	-	-	-	Yes
5.	Pravinaben Anantrao Geria (DIN: 07580390)	Independent Director	Fifteen	Yes	-	-	-	-	-	Yes
6.	Tulsidas Prabhudas Bhanani (DIN: 07587342)	Independent Director	Fifteen	Yes	-	-	-	-	-	Yes

## B. Board Meetings

During the Financial Year 2017-18 Fifteen Board Meetings were held, at the Registered Office of the Company. The maximum time gap between any two board meetings was not more than 120 days.

Following are details of Board Meetings held in FY 2017-18:

Sr. No.	Date of Board Meeting
1	03.05.2017
2	09.05.2017
3	23.05.2017
4	29.05.2017
5	09.06.2017
6	14.06.2017
7	28.06.2017
8	11.07.2017
9	17.08.2017
10	15.09.2017
11	13.11.2017
12	16.12.2017
13	28.12.2017
14	08.02.2018
15	22.03.2018

During the year, One Independent Directors Meeting was held as on 22<sup>nd</sup> March, 2018 to discuss inter alia:

- To review the performance of non-independent directors and the Board as whole;

- To review the performance of the Chairperson, and taking into account the views executive and non-executive directors.

- To assess the quality, quantity and timeliness of the flow of information between the company management and the Board that is necessary for the Board to perform their duties.

### **III Committees of Board of Directors**

Your Company has constituted Three Committees of Board of Directors as follow:

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Shareholders/Investors Grievances Committee
- D. Corporate Social Responsibility Committee

#### **A. Audit Committee:**

##### **1. Brief description of terms of reference:**

Pursuant to provisions of Section 177 of the Companies Act, 2013, applicable clauses of the SEBI (LODR) Regulations, 2015 and any other applicable guidelines, the Company have constituted Audit Committee. The Role of Audit Committee together with its powers is as under:

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Approve initial or any subsequent modification of transactions of the Company with related parties;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - (a) changes, if any, in accounting policies and practices along with reasons for the same;
  - (b) major accounting entries involving estimates based on the exercise of judgment by management;
  - (c) significant adjustments made in the financial statements arising out of audit findings;
  - (d) compliance with listing and other legal requirements relating to financial statements;

- (e) disclosure of any related party transactions; and
- (f) qualifications in the draft audit report.

- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

## 2. Composition

The Committee comprises of three Members. The Members have relevant experience in financial matters.

Number	Name of the Director	Status in Committee
1.	Natwarlal Dholakia Vachhraj	Chairman, Independent Director
2.	Pravinaben Anantrai Geria	Member, Independent Director
3.	Tulsidas Prabhudas Bhanani	Member, Independent Director

### 3. Meetings and attendance

The Members participation at the Meetings of the Committee are as under:

NAME OF MEMBER S	CATAG ORY	MEETING AND ATTENDANCE						
		04.04. 2017	29.05 2017	14.06. 2017	28.06. 2017	25.08. 2017	13.11. 2017	17.03. 2018
Natwarlal Dholakia Vachhraj	Chairm an, Independ ent Director	YES	YES	YES	YES	YES	YES	YES
Pravinabe n Anantrai Geria	Indepen dent Director	YES	YES	YES	YES	YES	YES	YES
Tulsidas Prabhuda s Bhanani	Indepen dent Director	YES	YES	YES	YES	YES	YES	YES

### B. Nomination and Remuneration Committee:

#### 1. Brief description of terms of reference:

- i The Nomination and Remuneration Committee of the Company consist of the three directors, one of them is a non-executive director and remaining two are Independent directors.
- ii The broad terms of reference of the Nomination and Remuneration Committee are as under:
  - a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
  - b) Formulation of criteria for evaluation of Independent Directors and the Board;
  - c) Devising a policy on Board diversity;

#### 2. Composition

The Nomination and Remuneration committee consists of the following Board of Directors:

Name of the Director	Status in Committee	Nature of Directorship
Natwarlal Dholakia Vachhraj	Chairman	Independent Director
Tulsidas Prabhudas Bhanani	Member	Independent Director
Pravinaben Anantrai Geria	Member	Independent Director

### 3. Meetings and attendance

The Members participation at Meetings of the Committee are as under

NAME OF MEMBERS	CATAGORY	MEETING AND ATTENDANCE				
		25.04.2017	30.05.2017	31.08.2017	15.12.2017	27.02.2018
Natwarlal Dholakia Vachhraj	Chairman, Independent Director	YES	YES	YES	YES	YES
Tulsidas Prabhudas Bhanani	Independent Director	YES	YES	YES	YES	YES
Pravinaben Anantrai Geria	Non-executive Director	YES	YES	YES	YES	YES

### C. Stakeholders/ Investors Grievance Committee

#### 1. Brief description of terms of reference

The Board of Directors have constituted Stakeholders/ Investors grievance committee ("Stakeholders Relationship Committee"). The scope of Stakeholders Relationship Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, and issuance of duplicate share certificates, dematerialization and rematerialization of shares and other shares related activities from time to time.

#### 2. Composition

The Stakeholders/ Investors grievance committee comprises of three members, and composition of the Stakeholders Relationship Committee is as under:

Name of the Director	Status in Committee	Nature of Directorship
Pravinaben Anantrai Geria	Chairman	Independent Director
Tulsidas Prabhudas Bhanani	Member	Independent Director
Natwarlal Dholakia Vachhraj	Member	Non-executive Director

### 3. Meetings and attendance

The Members participation at the Meetings of the Committee are as under:

NAME OF MEMBERS	CATAGORY	MEETING AND ATTENDANCE				
		21.04. 2017	05.07. 2017	10.08. 2017	12.12. 2017	15.01. 2018
Pravinaben Anantrai Geria	Chairman, Independent Director	YES	YES	YES	YES	YES
Tulsidas Prabhudas Bhanani	Independent Director	YES	YES	YES	YES	YES
Natwarlal Dholakia Vachhraj	Non-executive Director	YES	YES	YES	YES	YES

Status of Complaints received during the Accounting year ended 31st March, 2018:

Nature of Complaints	Received	Resolved	Pending
Relating to Transfer, Transmission, etc.	Nil	Nil	Nil
Other / Miscellaneous	1	1	0
Total	Nil	Nil	Nil

There were no pending complaints as well as share transfer proposal as on March 31, 2018.

To facilitate the shareholders an email id : radhikajeweltech@gmail.com has been activated for any Investor grievances.

## C. Corporate Responsibility Committee

### 1. Brief description of terms of reference

Corporate Social Responsibility (CSR) is fundamentally a philosophy or a vision about the relationship of business and Society. The emerging

concept of CSR goes beyond charity and requires the Company to act beyond its legal obligations and to integrate social, environmental and ethical concerns into Company's business process.

Pursuant to Section 135 of the Companies Act, 2013 and the rules made there under, which is effective from 1st April 2014, every Company which meets the criteria as mentioned in the said Section shall constitute a CSR Committee of the Board for implementation of CSR projects or programs or activities undertaken by the Company.

This policy is designed to discharge the Company's responsibility as a corporate citizen and to lay down the guidelines and mechanism for carrying out socially useful activities / projects and programs for welfare & sustainable development of community at large.

## 2. Composition

The Corporate Social Responsibility committee comprises of three members, and composition of the Corporate Social Responsibility Committee is as under:

Name of the Director	Status in Committee	Nature of Directorship
Tulsidas Prabhudas Bhanani	Chairman	Independent Director
Darshit Ashokbhai Zinzuwadia	Member	Whole time Director
Hareshbhai Mathurbhai Zinzuwadia	Member	Whole time Director

## 3. Meetings and attendance

The Members participation at the Meetings of the Committee are as under:

NAME OF MEMBERS	CATAGORY	MEETING AND ATTENDANCE	
		11.01.2018	25.01.2018
Tulsidas Prabhudas Bhanani	Chairman, Independent Director	YES	YES
Darshit Ashokbhai Zinzuwadia	Whole time Director	YES	YES
Hareshbhai Mathurbhai Zinzuwadia	Whole time Director	YES	YES

## G) General Body Meetings:

Details of the last three Annual General Meetings are as under:

<b>Financial Year</b>	<b>Venue</b>	<b>Date</b>	<b>Time</b>	<b>Special Resolution passed, If any</b>
2017.18	Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001	29.09.2017	11:00 A.M. 01:15 P.M	-

There was no Extra-Ordinary General Meeting held during the year 2017-18.

#### **IV Disclosures:**

- (a) In the opinion of the Board, none of the transactions of the Company entered into with related parties were in conflict with the interests of the Company. The details of related party transactions are disclosed in the notes to the accounts, forming part of Balance Sheet. The members may kindly refer the same. The register of contracts and arrangements containing transactions in which directors are interested is placed before the Board regularly.
- (b) The Company has complied with statutory compliance and no penalty or stricture is imposed on the Company by the Stock Exchanges or Securities & Exchange Board of India (SEBI), any other statutory authority on any matter related to the capital markets during the financial year except submission of audited financial Statement for year ended March 31, 2017 to the Stock exchanges within 60 days of the end of the Financial Year. However, the Company has duly paid penalty to the Bombay stock exchanges as levied for the said non-compliance
- (c) As per the Section 149 (8) of Companies Act, 2013 read with the Schedule IV the separate meeting of the Independent Director was held as on 22.03.2018
- (d) The company has established whistle blower mechanism; vigil policy in this regard was uploaded at the website of the company and no personnel have been denied access to Audit Committee.
- (e) While preparing the financial statements of the Company for the year ended March 31, 2018, the management has ensured that all Accounting Standards have been properly followed and there has been no deviation from this practice.
- (f) Directors' Remuneration details for the financial year ended March 31, 2018 to Executive Director :



<b>Name of the Director</b>	<b>Remuneration Total (Rs.)</b>
Ashokkumar Mathurdas Zinzuwadia, Managing Director	72,00,000.00
Hareshbhai Mathurbhai Zinzuwadia, Whole-time Director	72,00,000.00
Darshit Ashokbhai Zinzuwadia , Whole-time Director	72,00,000.00

## **V Means of Communication:**

The company supports the 'Green Initiative' undertaken by the Ministry of Corporate Affairs, Government of India and sends the Annual Reports, Notices related to General Meetings and Extra-ordinary General Meetings by email to those shareholders whose email - ids are registered with the company. They are also sent in hard copies to those shareholders whose email ids are not registered. Up-to-date financial results, annual reports, shareholding patterns and other general information about the Company are available on the Company's website: [www.radhikajeweltech.com](http://www.radhikajeweltech.com)

The Annual Reports of the Company are available on the website in a user friendly and downloadable form. The Company has appointed Satellite Corporate Services Private Limited, as Registrar and Transfer Agent who are also authorized to take care of investors' complaints. The Company has created a separate e-mail id [radhikajeweltech@gmail.com](mailto:radhikajeweltech@gmail.com) exclusively for resolving investors' grievances.

## **VI General Shareholders Information:**

Company Registration Details: The Company is registered within the state of Gujarat, ROC, Ahmedabad. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L27205GJ2016PLC093050.

Annual General Meeting : 2<sup>nd</sup> Annual General Meeting  
Date : 29<sup>th</sup> September, 2018  
Time : 11.00 A.M.

Venue : **Radhika Jeweltech Limited**  
Hotel Grand Thakar, Jawahar  
Road, Opp. Jubilee Garden  
Rajkot 360001.  
Gujarat. India.

Financial Year : April 01, 2017 to March 31, 2018

Book closure dates : 25/09/2018 to 28/09/2018

Dividend Payment Date : NA

Registered office :Radhika Jeweltech Limited  
3-4-5, "Raj Shrungi" Complex,  
Palace Road, Rajkot 360001.  
Gujarat. India

Listing on Stock Exchange :The Equity shares of the Company are listed Bombay Stock Exchange Limited (SME - Platform). The Listing fee for year 201-18 (as applicable) has been paid by the Company.

Script Code : 540125  
Scrip ID : RADHIKAJWE  
Demat ISIN no. for CDSL and NSDL : INE010R01015

**Market price data:** High/Low during each month in the financial year 2016 17:

Month	BSE Limited	
	High	Low
April – 2017	24.50	12.50
May – 2017	18.75	13.00
June – 2017	21.12	13.00
July – 2017	25.75	17.60
August - 2017	22.75	16.60
September – 2017	22.75	16.50
October – 2017	19.60	16.55
November- 2017	32.15	16.40
December – 2017	49.65	24.00
January – 2018	51.00	37.50
February – 2018	37.50	28.40
March - 2018	31.80	23.80

**Shareholding Pattern as on 31st March 2018:**

Categories	No. of shares held	Percentage of Shareholding
Promoters	14620000	61.95
Corporate Bodies (Promoter Co.)	0	0
Relatives of Director	2380000	10.08
Foreign Promoters	0	0
Corporate Bodies	2435934	10.32
Mutual Fund	0	0
Banks	0	0
Foreign Institutional Investor	0	0

Non Resident Indians	22400	0.09
Public	4158466	17.62
Clearing Members	3200	0.01
<b>Total</b>	<b>23600000</b>	<b>100.00</b>

De-materialization of Shares and Liquidity	The Company has arrangements with both National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of our shares for scrip less trading. 100% of shares of the Company were held in dematerialized form during the year under review and as on date of this Report.
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Outstanding GDR/ADR/Warrants or any convertible instruments, conversion dates and likely impact on equity	Since, the Company has not issued any GDR / ADR / Warrants or any convertible instruments this clause is not applicable
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Retail outlet	3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot 360001. Gujarat - India
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Address for Correspondence	<p>Satellite Corporate Services Private Limited has been entrusted and appointed as Registrars &amp; Share Transfer agents of the Company. All queries pertaining to transfer, transmission, de-materialization and change of address be directed to them at their following address :</p> <p>Satellite Corporate Services Private Limited Unit. No.49, Building No. 13 A-B, 2<sup>nd</sup> Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400059. Maharashtra</p>
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**Whistle Blower Mechanism:** The Company has established the Vigil mechanism to report the Genuine concern of the employees under the supervision of Audit Commit Committee. No person has denied access to the chairman of Audit committee.

**Compliance Certificate:** The Managing Director has certified that directors and senior management personnel have affirmed compliance with the code of conduct as laid by the company. The compliance certificate from Secretarial Auditor M/s S. V. Nadiyapara & Co., Company Secretary in Practice confirming compliance with the condition of Corporate Governance.

**Prevention of Sexual Harassment Policy:** The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of

Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

**Reconciliation of Share Capital Audit :** In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by the Secretarial Auditor to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) tally with the total number of issued, paid-up, listed and admitted capital of the Company.

**General Note:** The Company has complied with all the laws applicable under the Companies Act, 2013 to the extent applicable, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable to the company during the year. The company has whole-time company secretary, had constituted Audit committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility committee of the Board. The company is committed to comply with the all laws applicable to it in letter and spirit.

### **Declaration**

As provided under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors of Radhika Jeweltech Limited have confirmed compliance with the Code of Conduct for the year ended March 31, 2018.

**For, Radhika Jeweltech Limited**

**Place: Rajkot**  
**Date : 30<sup>th</sup> May, 2018**

**Ashokkumar M. Zinzuwadia**  
**Managing Director**  
**DIN: 07505964**

## **CEO/CFO CERTIFICATION**

(Pursuant to Regulation 17(8) of SEBI (LODR) Regulations, 2015) In terms of regulation 17(8) of SEBI (LODR) Regulations, 2015, CMD and Chief Financial officer of the Company has certified to the Board that:

**A.** We have reviewed financial statements and the Cash Flow Statement for the year and that 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 statements that might be misleading;

(ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

**B.** To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violate of the Company's code of conduct.

**C.** We accept responsibility for establishing and maintaining internal control 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 and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.

**D.** We have indicated to the auditors and the Audit committee that:

(i) There has not been any significant change in internal control over financial reporting during the year;

(ii) There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; end

(iii) We are not aware of any instances during the year of significant fraud with involvement therein of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place: Rajkot**  
**Date: 30<sup>th</sup> May, 2018**

**Ashokkumar M. Zinzuwadia**  
**MD**

**Jatin Dhinora**  
**CFO**

**CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE  
Requirements under the SEBI (Listing Obligations and Disclosure  
Requirements) Regulations, 2015**

**To,  
The Members  
Radhika Jeweltech Limited.**

We have examined the compliance of conditions of Corporate Governance by Radhika Jeweltech Limited (hereinafter referred to as "the Company"), for the year ended March 31, 2018 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as applicable.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

**Place: Rajkot  
Date: May 30, 2018**

**For, H. S. Jani & CAssociates  
Chartered Accountants**

**Hersh Samir Jani  
Proprietor  
(Mem. No.124104)**

**“ANNEXURE A”  
Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2018  
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

Sr.no.	Particulars	
I	Corporate Identification Number	L27205GJ2016PLC093050
II	Registration Date	22 <sup>nd</sup> July 2016
III	Name of the Company	Radhika Jeweltech Limited
IV	Category / Sub-Category of the Company	Public Company Limited by Share
V	Address of the Registered office and contact details	3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot - 360001 Gujarat.
VI	Whether listed company	Yes (BSE Limited – SME Platform)
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Pvt. Ltd. Unit. No.49, Building No. 13 A-B, 2 <sup>nd</sup> Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400 072 (Maharashtra) Tel No.: +91 22 2852 0461 Fax: +91-22-2851 180 Email:service@satellitecorporate.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products /services	NIC Code of the Product/service	% to total turnover of the company
1	Retail Sale of Jewellery	47733	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

Sr. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCIATE	% of shares held	Applicable Section
1	-----	-----	-----	-----	-----

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

*i) Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2017				No. of Shares held at the end of the year 31.03.2018				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
g) Individual/HUF	14620000	-	14620000	61.95	14620000	-	14620000	61.95	0.00
h) Central Govt	-	-	-	-	-	-	-	-	-
i) State Govt(s)	-	-	-	-	-	-	-	-	-
j) Bodies Corp.	-	-	-	-	-	-	-	-	-
k) Banks / FI	-	-	-	-	-	-	-	-	-
l) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	14620000	-	14620000	61.95	14620000	-	14620000	61.95	0.00
<b>(2) Foreign</b>									
a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)( 2)</b>	14600000	-	14620000	61.95	14620000	-	14620000	61.95	0.00
<b>B. Public Shareholding</b>									
<b>1 Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-



i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.	2654296	0	2654296	11.25	2435934	0	0	0	(0.93)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	624104	0	624104	2.64	1342589	0	0	0	3.05
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	4242400	0	4242400	17.98	4229200	0	0	0	(0.06)
c) Others									
(i) HUF	148800	-	148800	0.63	319477	0	0	0	0.72
(i) Market Maker	1267200	-	1267200	5.37	627200	0	0	0	(2.66)
(iii) NRI	3200	-	3200	0.01	22400	0	0	0	0.08
(iv) Clearing Member	40000	-	40000	0.17	3200	0	0	0	(0.16)
<b>Sub-total (B)(2):-</b>	8980000	-	8980000	38.05	8980000	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	8980000	-	8980000	38.05	8980000	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>23600000</b>	<b>-</b>	<b>23600000</b>	<b>100%</b>	<b>23600000</b>	<b>-</b>	<b>23600000</b>	<b>100%</b>	<b>-</b>

**ii) Shareholding of Promoters**

Sr No	Shareholder's Name	Shareholding at the beginning of the year 01.04.2017			Share holding at the end of the year 31.03.2018			% change in share holding during the year
		No. Of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	
1	ASHOKKUMAR MATHURDA	5270000	22.33	0	5270000	22.33	0	0

	S ZINZUWADI A							
2	ZINZUWADI A HARESHBH AI M	4590000	19.45	0	4590000	19.45	0	0
3	ZINZUWADI A DARSHIT A	1190000	5.04	0	1190000	5.04	0	0
4	ZINZUWADI A HANSABEN M	2380000	10.08	0	2380000	10.08	0	0
5	KAVITABEN ASHOKKUM AR ZINZUWADI A	1190000	5.04	0	1190000	5.04	0	0

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

Sr. No.	Particulars	Shareholding at the beginning of the year 01.04.2017					Shareholding at the end of year 31.03.2018	
		No. of shares	% of total shares of the company	Date	Increase/Decreasing in Shareholding	Reason	No. of shares	% of total shares of the company
1.	At the beginning of the year	14620000	61.95	-	-	-	14620000	61.95
	Changes during the year	NO CHANGE						
	At the end of the year	14620000	61.95	-	-	-	14620000	61.95

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

Sr.No	NAME	No. of Shares at the beginning/End of the year	Date	Increase/Decrease in share-holding	Reason	Number of Shares	Percent age of total shares of the company
1	Jenil Hareshbhai Zinzuwadia	1190000	-	-	-	1190000	5.04
2	Hetal Hareshbhai Zinzuwadia	1190000	-	-	-	1190000	5.04
3	NNM Securities	508800	-	98000	-	606800	2.57
4	Vimal Ramniklal Ambani	315200	-	-	-	315200	1.33
5	INTERFACE FINANCIAL SERVICES LTD	289600	-	-	-	289600	1.23
6	SWORD EDGE COMMERCIALS LTD	240000	-	-	-	240000	1.02
7	AFFLUENCE SHARES AND STOCKS PRIVATE LIMITED	224000	-	-	-	224000	0.95
8	MIKER FINANCIAL CONSULTANTS PVT LTD	208000	-	-	-	208000	0.88
9	KISHOR PRANJIVANDAS MANDALIA	505600	-	(305900)	-	200000	0.85
10	CUPID TRADES & FINANCE LIMITED	0	-	-	-	195200	0.83
		4671200	-	-	-	4658800	19.74

**v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholding at the beginning of the year/ at the end of the Year					Cumulative Shareholding during the year			
	Name of Director / KMP	For Each of the Directors and KMP	No. of Shares	% of total shares of the company	Date Reason	Increase/Decrease in No. of shares	No. of shares	% of total shares of the company	
(1) ASHOKKUMAR MATHURDAS ZINZUWADIA - MD	At the Beginning of the year								
	At the End Of the year								

(2) ZINZUWADIA HARESHBHAI M - WTD	At the Beginning of the year	NO CHANGE
	At the End Of the year	
(3) ZINZUWADIA DARSHIT A - WTD	At the Beginning of the year	
	At the End Of the year	
(4) JATIN D DHINORA, KMP- CFO	At the Beginning of the year	
	At the End Of the year	
(5) Anjali Raythaththa, CS - KMP	At the Beginning of the year	
	At the End Of the year	

#### V. INDEBTEDNESS :

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtednes s
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	615273283.66	-	615273283.66
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	615273283.66	-	615273283.66
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
Addition	69404951.00	-	-	69404951.00
Reduction	-	84715884.66	-	84715884.66
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	69404951.00	530557399.00	-	599962350.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	69404951.00	530557399.00	-	599962350.00

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Name of MD/ WTD			
		Ashokkumar Zinzuwadia (MD)	Hareshbhai Zinzuwadia (WTD)	Darshit Zinzuwadia (WTD)	Total Amount
1.	Gross salary	7200000	7200000	7200000	21600000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				0
2.	Stock Option				NIL
3.	Sweat Equity				NIL
4.	Commission				
	- as % of profit				NIL
	- others, specify				NIL
5.	Others, please specify				NIL
	Total (A)	7200000	7200000	7200000	21600000
	<i>Ceiling as per the Act</i>				

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of Directors				Total Amount
	3. Independent Directors					
	Fee for attending board / Committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
	4. Other Non-Executive Directors	-	-	-	-	-
	Fee for attending board / Committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary	84000	176104	260104
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of Perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	84000	176104	260104

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of The Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any(give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment					
Compounding					

**Date: May 30, 2018**  
**Place: Rajkot**

**For and on behalf of the Board of Directors**  
**Radhika Jeweltech Limited**

**Sd/-**  
**Ashokkumar M. Zinzuwadia**  
**Managing Director**  
**(DIN No: 07505964)**

**“Annexure B”**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**For The Financial Year Ended 31<sup>st</sup> March 2018**  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies*  
*(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members,  
Radhika Jeweltech Limited  
Rajkot.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Radhika Jeweltech Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided, explanation furnished and documents produced by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the audit period covering the financial year ended on 31st March, 2018 ('Audit Period'), the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2018 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 & Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 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. The 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;
  - d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
  - e. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (w.e.f. December 1, 2015) except in submission of audited financial statement for year ended March 31, 2017 to the Stock exchanges within 60 days of the end of the Financial Year. However, the Company has duly paid penalty to the Bombay stock exchanges as levied for the said non-compliance.



- f.. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not Applicable as the company has not issued any debt securities;
- g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable as the Company has not delisted / proposed to delist its equity shares from any Stock Exchange during the Year under review;
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the financial year under review.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to our remarks that the company has yet to register charge with Registrar of Companies, Gujarat.

VI. The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on the sector/industry, are:

1. The Standards of Weights and Measures Act, 1976
2. Shops and Establishment Act
3. Bureau of Indian Standards Act, 1986
4. The Legal Metrology Act, 2009 and The Legal Metrology (Packaged Commodities) Rules, 2011

We relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for the compliance of the above laws applicable specifically to the 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) The Listing Agreements entered into by the Company with the BSE Limited. (SME Platform)

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

I further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year, if any, under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance pursuant to clause no. 1.3.7 of Secretarial Standard 1 ("SS 1"), circulated separately or placed at the Meetings of the Board and the Committees, after due compliance with the SS 1 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

- Decisions at the Board Meetings, as represented by the management and recorded in minutes.
- That the company has not filed/filed some form late in time with additional fees to Registrar of Companies/Regional Director/Central Government under The Companies Act, 2013. The Management clarified that it is a procedural lapse only.

There is still scope to improve the systems and processes in the company and operations of the company to commensurate with the size and operations of the Company to monitor and ensure Compliance with applicable laws, rules, regulations and guidelines.

I, further report that the compliance by the Company of applicable financial laws, rules, regulations, guidelines, notifications, circulars, directives including but not limited to direct and indirect tax laws, Accounting Standards etc. has not been reviewed in my Audit, since the same is subject to review by designated professional/s during the course of statutory financial audit.

This report is to be read with our letter of even date which is annexed as **Annexure B-1** and forms an integral part of this report.

**Place: Rajkot**  
**Date: May 30, 2018**

**For, S. V. Nadiyapara & Co.**  
**Company Secretaries**

**Sd/-**

**Sandip Nadiyapara**  
**Proprietor**  
**(C.P. No. 15645)**

**ANNEXURE –B-1**

To,  
The Members,  
Radhika Jeweltech Limited  
Rajkot.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on the secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis and in random manner to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: Rajkot**  
**Date: May 30, 2018**

**For, S. V. Nadiyapara & Co.**  
**Company Secretaries**

Sd/-

**Sandip Nadiyapara**  
**Proprietor**  
**(C.P. No. 15645)**

**ANNEXURE – C**

**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 transaction under third proviso thereto.

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

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	No such transactions entered into during the F.Y. 2017-18
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 arrangements or transactions at Arm's length basis.

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	<ul style="list-style-type: none"> <li>• Ashokkumar M. Zinzuwadia – Managing Directors</li> <li>• Hareshbhai M. Zinzuwadia – Whole Time Directors</li> <li>• Ami D. Zinzuwadia - Directors are partners</li> </ul>
b)	Nature of contracts/arrangements/transaction	Purchase, Sales, Job work, Service, Rent/lease expense
c)	Duration of the contracts / arrangements / transaction	July 2016 - March 2017 - Ongoing
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	To enter into the contracts in any numbers and of any value for sale or purchase of goods to or from related parties
e)	Date of approval by the Shareholder	01.08.2016
f)	Amount paid as advances, if any	N.A.

**Date: May 30, 2018**  
**Place: Rajkot**

**For and on behalf of the Board of Directors**  
**Radhika Jeweltech Limited**

**Sd/-**  
**Ashokkumar M. Zinzuwadia**  
**Managing Director**  
**(DIN No: 07505964)**

## “ANNEXURE - D”

### PARTICULARS OF EMPLOYEES

PURSUANT TO SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

**A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- a) The ratio of remuneration of each director to the median remuneration of employees for the financial year:

Sr. No.	Name	Designation	Ratio against median employee's remuneration
1.	Ashokkumar M. Zinzuwadia	Managing Director	38.38
2.	Hareshbhai M. Zinzuwadia	Whole Time Director	38.38
3.	Darshit A. Zinzuwadia	Whole Time Director	38.38

- b) The Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	Nature of Payment	Increase
1.	Ashokkumar M. Zinzuwadia	Managing Director	Remuneration	--
2.	Hareshbhai M. Zinzuwadia	Whole Time Director	Remuneration	--
3.	Darshit A. Zinzuwadia	Whole Time Director	Remuneration	--
4.	Pooja Sejpal	Company Secretary	Remuneration	--
5.	Jatin Dhinora	Chief Financial Officer	Remuneration	--

- c) The percentage increase in the median remuneration of employees during the financial year: (0.70)
- d) The number of permanent employees on the rolls of the Company: 40
- e) Average percentile increase in the Salaries of the Employees and Managerial Remuneration: no increased in the managerial remuneration.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel of the Company are as per the Remuneration Policy of the Company.

**Date: 30<sup>th</sup> May, 2018**  
**Place: Rajkot.**

**For, Radhika Jeweltech Limited**

**Sd/-**  
**Ashokkumar M. Zinzuwadia**  
**Managing Director**  
**(DIN No: 07505964)**

## Annexure-E

### ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken to the CSR policy and projects or programs:

Radhika Jeweltech Limited's CSR policy is aimed at demonstrating care for the community through its focus on health & wellness, education and skill development and environmental sustainability.

The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013.

2. The composition of the CSR committee: The Company has constituted a Corporate Social Responsibility Committee as per the provisions of Section 135 of the Companies Act, 2013 and details of its members are as follows:-

Sr. No.	Name of the Director	Designation
1.	Tulsidas Prabhudas Bhanani	Chairman
2.	Darshit Ashokbhai Zinzuwadia	Member
3.	Hareshbhai Mathurbhai Zinzuwadia	Member

2. Average net profit of the company for the purpose of computation of CSR :  
₹ 10,48,68,389/-

3. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 20,97,368/-

4. Amount spent on CSR during the financial year: ₹ 14,21,000/-

5. Reasons for not spending the amount:

The company considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of society.

The CSR initiatives company are on the focus areas approved by the Board benefitting the community. However, the company has just embarked on the journey of ascertained CSR programs.

For this reason, during the year, the Company's spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013. The CSR activities are scalable with few new initiatives that may be considered in future and moving forward the Company will



endeavor to spend the complete amount on CSR activities in accordance with the statutory requirements.

6. We hereby confirm on behalf of CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1.	Donation to charitable Trust	Shedule VII-	Rajkot-Gujarat	₹ 14,21,000/-	₹ 14,21,000/-	₹ 14,21,000/-	Implementation agency

**Date : May 30, 2018**  
**Place : Rajkot**

**S/d**  
**Ashokkumar Zinzuwadi**  
**Managing Director**  
**DIN: 07505964**

**S/d**  
**Tulsidas Bhanani**  
**Chairman-CSR Committee**  
**DIN : 07587342**

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF  
RADHIKA JEWETECH LIMITED.

### Report on the Financial Statements

We have audited the accompanying financial statements of RADHIKA JEWETECH LIMITED ("the company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility for the Audit of the Financial Statements

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

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

We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-A, 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 appears from our examination of those books
  - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018, 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 included in the Auditor's Report and to our best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position,
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses,
    - iii There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

For H. S. JANI & ASSOCIATES  
Chartered Accountants

Place : AHMEDABAD  
Date : 30/05/2018

HERSH SAMIR JANI  
PROPRIETOR MEM.  
NO. 124104  
FRN:127515W

## ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

On the basis of the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.  
(c) Total Assets of company includes immovable property also and the title deeds of immovable properties are held in the name of the company.
2. Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed.
3. The company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 thus other terms are irrelevant.
4. In respect of loans, investments, guarantees, and security, all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. The company has accepted deposits from persons prohibited u/s. 73 of the Act. However after conversion from partnership firm to company, no new loans have been accepted. Old monies have been fully repaid in the current year.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) The company is regular in depositing undisputed statutory dues including provident fund, Employee’s state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and service tax, cess and any other statutory dues to the appropriate authorities.  
(b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax or goods and service tax have been deposited on time. There is no pending dispute on the part of company.
8. The company hasn’t made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. The company has not raised any money by way of public issue during the year.
10. Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals Mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.

13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
14. The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The company hasn't entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For H. S. JANI & ASSOCIATES  
Chartered Accountants

HERSH SAMIR JANI  
PROPRIETOR MEM.  
NO. 124104  
FRN:127515W

Place: AHMEDABAD  
Date : 30/05/2018

## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 RADHIKA JEWELTECH LIMITED (“the Company”) as of 31<sup>st</sup> March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the 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 act.

### Auditor’s 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

#### Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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<sup>st</sup> March, 2018, 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 H. S. JANI & ASSOCIATES  
Chartered Accountants

HERSH SAMIR JANI  
PROPRIETOR MEM.  
NO. 124104  
FRN:127515W

Place : AHMEDABAD  
Date : 30/05/2018

**RADHIKA JEWETECH LIMITED**  
**BALANCE SHEET AS AT 31/03/2018**

In

Particulars	Note	31/03/2018	31/03/2017
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2.1	236000000.00	236000000.00
Reserves and surplus	2.2	946213750.13	828700600.13
Money received against share warrants	2.3	-	-
		1182213750.13	1064700600.13
Share application money pending allotment	2.4	-	-
<b>Non-current liabilities</b>			
Long-term borrowings	2.5	599962350.00	615273283.66
Deferred tax liabilities (Net)	2.6	-	-
Other Long term liabilities	2.7	-	-
Long-term provisions	2.8	-	-
		599962350.00	615273283.66
<b>Current liabilities</b>			
Short-term borrowings	2.9	-	-
Trade payables	3.0	7188073.00	69514694.88
Other current liabilities	3.1	2319306.08	1713956.00
Short-term provisions	3.2	65366335.00	13325143.00
		74873714.08	84553793.88
<b>TOTAL</b>		<b>1857049814.21</b>	<b>1764527677.67</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	3.3	10588632.21	14272518.21
Intangible assets	3.4	-	-
Capital work-in-progress	3.5	-	-
Intangible assets under development	3.6	-	-
		10588632.21	14272518.21
Non-current investments	3.7	200000000.00	100000000.00
Deferred tax assets (net)	3.8	1218583.00	176075.00
Long-term loans and advances	3.9	-	2475000.00
Other non-current assets	4.0	-	-
		211807215.21	116923593.21
<b>Current assets</b>			
Current investments	4.1	-	-
Inventories	4.2	899154346.00	839646426.00
Trade receivables	4.3	2236090.00	1354350.00
Cash and cash equivalents	4.4	675428524.00	770582289.46
Short-term loans and advances	4.5	260984.00	8042611.00
Other current assets	4.6	68162655.00	27978408.00
		1645242599.00	1647604084.46
<b>TOTAL</b>		<b>1857049814.21</b>	<b>1764527677.67</b>

In terms of our attached report of even date  
For, H. S. JANI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 127515W

For, RADHIKA JEWETECH LIMITED

HERSH SAMIR JANI  
(PROPRIETOR)  
M. NO. : 124104

ASHOKKUMAR MATHURDAS  
ZINZUWADIA  
(MANAGING DIRECTOR)  
(DIN : 07505964)

DARSHIT ASHOKBHAI  
ZINZUWADIA  
(WHOLETIME DIRECTOR)  
(DIN : 07506087)

Date : 30/05/2018

JATIN DHINORA  
(CHIEF FINANCIAL OFFICER)

POOJA PANKAJBHAI SEJPAL  
(COMPANY SECRETARY)



**RADHIKA JEWETECH LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2018**

In

Particulars	Note	31/03/2018	31/03/2017
Revenue from operations	4.7	2396177848.00	1568689929.00
Other income	4.8	31086933.00	47709474.35
<b>Total Revenue</b>		<b>2427264781.00</b>	<b>1616399403.35</b>
<b>Expenses</b>			
Cost of materials consumed	4.9	-	-
Purchases of Stock-in-Trade	5.0	2139200470.00	1467231558.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	5.1	(59507920.00)	(43797994.00)
Employee benefits expense	5.2	43741182.00	8411034.00
Finance costs	5.3	41701742.00	47859804.39
Depreciation and amortization expense	5.4	3874606.00	2640370.00
Other expenses	5.5	57803755.00	28681296.54
<b>Total expenses</b>		<b>2226813835.00</b>	<b>1511026068.93</b>
<b>Profit before exceptional, extraordinary and prior period items and tax</b>		<b>200450946.00</b>	<b>105373334.42</b>
Exceptional items	5.6	-	-
<b>Profit before extraordinary and prior period items and tax</b>		<b>200450946.00</b>	<b>105373334.42</b>
Extraordinary Items	5.7	-	-
<b>Profit before prior period items and tax</b>		<b>200450946.00</b>	<b>105373334.42</b>
Prior Period Items	5.8	-	-
<b>Profit before tax</b>		<b>200450946.00</b>	<b>105373334.42</b>
Tax expense:	5.9		
Current tax		83980304.00	13000000.00
Deferred tax		(1042508.00)	(176075.00)
<b>Profit/(loss) for the period from continuing operations</b>		<b>117513150.00</b>	<b>92549409.42</b>
Profit/(loss) from discontinuing operations	6.0	-	-
Tax expense of discontinuing operations		-	-
<b>Profit/(loss) from Discontinuing operations (after tax)</b>		<b>-</b>	<b>-</b>
<b>Profit/(loss) for the period</b>		<b>117513150.00</b>	<b>92549409.42</b>
Earnings per equity share:	6.2		
Basic		4.98	3.92
Diluted		4.98	3.92

In terms of our attached report of even date  
For, H. S. JANI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 127515W

For, RADHIKA JEWETECH LIMITED

HERSH SAMIR JANI

(PROPRIETOR)  
M. NO. : 124104

Date : 30/05/2018

ASHOKKUMAR MATHURDAS  
ZINZUWADIA  
(MANAGING DIRECTOR)  
(DIN : 07505964)

DARSHIT ASHOKBHAI  
ZINZUWADIA  
(WHOLETIME DIRECTOR)  
(DIN : 07506087)

JATIN DHINORA  
(CHIEF FINANCIAL OFFICER)

POOJA PANKAJBHAI SEJPAL  
(COMPANY SECRETARY)

**NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2018**

2.1 Share Capital

In `

Particulars	31/03/2018	31/03/2017
Authorised		
25000000 (25000000) Equity Shares of ` 10/- Par Value	250000000.00	250000000.00
Issued		
23600000 (23600000) Equity Shares of ` 10/- Par Value	236000000.00	236000000.00
Subscribed		
23600000 (23600000) Equity Shares of ` 10/- Par Value	236000000.00	236000000.00
Paidup		
23600000 (23600000) Equity Shares of ` 10/- Par Value Fully Paidup	236000000.00	236000000.00
	236000000.00	236000000.00

Holding More Than 5%

Particulars	31/03/2018		31/03/2017	
	Number of Share	% Held	Number of Share	% Held
ASHOKKUMAR MATHURDAS ZINZUWADIA	5270000	22.33	5270000	22.33
DARSHITA ZINZUWADIA	1190000	5.04	1190000	5.04
HANSABEN M ZINZUWADIA	2380000	10.08	2380000	10.08
HARESHBHAI M ZINZUWADIA	4590000	19.45	4590000	19.45
HETAL HARESHBHAI ZINZUWADIA JENIL	1190000	5.04	1190000	5.04
HARESHKUMAR ZINZUWADIA	1190000	5.04	1190000	5.04
KAVITABEN ASHOKKUMAR ZINZUWADIA	1190000	5.04	1190000	5.04

2.2 Reserve and Surplus

In `

Particulars	31/03/2018	31/03/2017
Securities Premium Opening	429000000.00	0.00
Additions	0.00	429000000.00
	429000000.00	429000000.00
Profit and Loss Opening	399700600.13	317256983.71
Amount Transferred From Statement of P&L	117513150.00	92549409.42
Appropriation and Allocation		
Others	0.00	10105793.00
	(0.00)	(10105793.00)
	517213750.13	399700600.13
	946213750.13	828700600.13

2.3 Money Received Against Share Warrants

In `

Particulars	31/03/2018	31/03/2017
	0.00	0.00

2.4 Share Application Money Pending Allotment

In `

Particulars	31/03/2018	31/03/2017
	0.00	0.00

## 2.5 Long Term Borrowings

In`

Particulars	31/03/2018	31/03/2017
Term Loan		
Banks		
Secured		
Rupee		
HDFC Loan	69404951.00	0.00
Loan and Advances From Related Parties		
Unsecured		
Director		
Ashokkumar Zinzuwadia	135294662.00	121126868.58
Hareshbhai Zinzuwadia	182562370.00	164694320.67
Darshit Zinzuwadia	51291634.00	64867481.42
Ashok M Zinzuwadia - Gold Loan	80531504.00	29928200.00
Hareshbhai M Zinzuwadia - Gold Loan	80877229.00	30562400.00
Other		
Ashokkumar Zinzuwadia HUF	0.00	21522574.74
Hareshbhai Zinzuwadia HUF	0.00	21624974.95
Hansaben Zinzuwadia	0.00	232.00
Kavita Zinzuwadia	0.00	38312201.58
Hetal Zinzuwadia	0.00	22571810.24
Jenil Zinzuwadia	0.00	4759315.53
Darshit Zinzuwadia HUF	0.00	16990584.00
Mathurbhai B Zinzueadia HUF	0.00	51738299.95
Mohil A Zinzuwadia	0.00	9527320.00
Zinzuwadia Haresh Family Trust	0.00	17046700.00
	599962350.00	615273283.66

## 2.6 Deferred Taxes

In`

Particulars	31/03/2018	31/03/2017
Deferred Tax Liabilities		
Depreciation	(518084.00)	(176075.00)
Provision for Employee Benefits	(262106.00)	0.00
Other	(438393.00)	0.00
	(1218583.00)	(176075.00)

## 2.7 Other Long Term Liabilities

In`

Particulars	31/03/2018	31/03/2017
Trade Payables		
	0.00	0.00

## 2.8 Long Term Provisions

In`

Particulars	31/03/2018	31/03/2017
Employee Benefits		
Provident Fund Scheme		
Other Employee Liabilities Related Provision		
Tax Provision		
Current Tax		
Others		
	0.00	0.00

## 2.9 Short Term Borrowings

In`

Particulars	31/03/2018	31/03/2017
	0.00	0.00

### 3.0 Trade Payables

In

Particulars	31/03/2018	31/03/2017
Creditors Due others		
Supplier for Goods	4388682.00	67831171.00
Creditor for Expense	2214475.00	1123092.88
Creditors for Others	584916.00	560431.00
	7188073.00	69514694.88

### 3.1 Other Current Liabilities

In

Particulars	31/03/2018	31/03/2017
Other payables		
Other Current Liabilities		
Advance from Customer	1206275.00	1713956.00
Statutory Dues Payable	1113031.08	0.00
	2319306.08	1713956.00

### 3.2 Short Term Provisions

In

Particulars	31/03/2018	31/03/2017
Employee Benefits		
Gratuity	900089.00	0.00
Provident Fund Scheme		
Provident Fund	34251.00	70002.00
Other Employee Liabilities Related Provision		
Provision for Employee ESI	6013.00	19789.00
Tax Provision		
Current Tax		
Tax Provision	59500000.00	13000000.00
Others		
Provision for Audit Fees	100000.00	100000.00
Provision for TDS	4825982.00	135352.00
	65366335.00	13325143.00

3.3 Tangible assets

In

Particulars	Gross				Depreciation					Impairment				Net	
	Opening	Addition	Deduction	Closing	Opening	During Period	Deduction	Other Adj.	Closing	Opening	During Period	Reversal	Closing	Closing	Opening
Building															
Office Building	2347963.00			2347963.00	78946.00	110501.00			189447.00					2158516.00	2269017.00
Plant and Machinery															
Wind Mill Power Project	14.00			14.00										14.00	14.00
Gold Furnace	48893.00			48893.00	6110.00	7744.00			13854.00					35039.00	42783.00
Total	48907.00			48907.00	6110.00	7744.00			13854.00					35053.00	42797.00
Equipments															
Office Equipments															
Shop Equipment	1994631.21			1994631.21	357857.00	423761.00			781618.00					1213013.21	1636774.21
Total	1994631.21			1994631.21	357857.00	423761.00			781618.00					1213013.21	1636774.21
Computer Equipments															
COMPUTER	446060.00	150770.00		596830.00	154890.00	250057.00			404947.00					191883.00	291170.00
SOFTWARE	418950.00	3600.00		422550.00	34174.00	99943.00			134117.00					288433.00	384776.00
Total	865010.00	154370.00		1019380.00	189064.00	350000.00			539064.00					480316.00	675946.00
Furniture and Fixtures															
Furniture	644779.00	36350.00		681129.00	115253.00	141684.00			256937.00					424192.00	529526.00
Total	644779.00	36350.00		681129.00	115253.00	141684.00			256937.00					424192.00	529526.00
Vehicles															
Motor Vehicles															
Maruti Baleno	922700.00			922700.00	198948.00	226028.00			424976.00					497724.00	723752.00
Motor Car Mercedes	5001299.00			5001299.00	1078357.00	1225135.00			2303492.00					2697807.00	3922942.00
Two Wheeler	150520.00			150520.00	23575.00	32866.00			56441.00					94079.00	126945.00
Motor Car	1288216.00			1288216.00	277759.00	315566.00			593325.00					694891.00	1010457.00
Motor Car - Fortuner	3648863.00			3648863.00	314501.00	1041321.00			1355822.00					2293041.00	3334362.00
Total	11011598.00			11011598.00	1893140.00	2840916.00			4734056.00					6277542.00	9118458.00
Grand Total	16912888.21	190720.00	0.00	17103608.21	2640370.00	3874606.00	0.00	0.00	6514976.00	0.00	0.00	0.00	0.00	10588632.21	14272518.21
Previous	12506335.21	4406553.00	0.00	16912888.21	0.00	2640370.00	0.00	0.00	2640370.00	0.00	0.00	0.00	0.00	14272518.21	12506335.21

3.4 Intangible assets

In

Particulars	Gross				Amortisation					Impairment				Net	
	Opening	Addition	Deduction	Closing	Opening	During Period	Deducti on	Other Adj.	Closing	Opening	During Period	Reversal	Closing	Closing	Opening
Grand Total	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Previous	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00

### 3.5 Capital work-in-progress

In `

Particulars	31/03/2018	31/03/2017
	0.00	0.00

### 3.6 Intangible assets under development

In `

Particulars	31/03/2018	31/03/2017
Development Cost Gross Opening	0.00	0.00
Addition	0.00	0.00
Deduction	0.00	0.00
Development Cost Gross Closing	0.00	0.00
Accumulated Amortisation Opening	0.00	0.00
Amortisation During Period	0.00	0.00
Deductions	0.00	0.00
Other Adjustments	0.00	0.00
Accumulated Amortisation During Period Closing	0.00	0.00
Accumulated Impairment Opening	0.00	0.00
Impairment During Period	0.00	0.00
Reversal Of Impairment	0.00	0.00
Accumulated Impairment During Period Closing	0.00	0.00
Development Cost Net Opening	0.00	0.00
	0.00	0.00

### 3.7 Non-current investments

In `

Particulars	31/03/2018	31/03/2017
Investment in Property		
Birla Sun Life	0.00	0.00
Investments in Mutual Funds		
NonTrade, Quoted		
0 (31/03/2017 : 0) Birla Sun Life Corporate Bond Fund of ` 0 Each Fully Paidup in	50000000.00	25000000.00
0 (31/03/2017 : 0) DSP Blackrock Income Opportunities Fund of ` 0 Each Fully Paidup in	50000000.00	25000000.00
0 (31/03/2017 : 0) ICICI Prudential Savings Fund of ` 0 Each Fully Paidup in	50000000.00	25000000.00
0 (31/03/2017 : 0) Kotak Medium Term Fund of ` 0 Each Fully Paidup in	50000000.00	25000000.00
	200000000.00	100000000.00

### 3.9 Long-term loans and advances

In `

Particulars	31/03/2018	31/03/2017
Security Deposits		
Secured, considered good		
BSE Security Deposit	0.00	2475000.00
Loans and advances to others		
	0.00	2475000.00

### 4.0 Other non-current assets

In `

Particulars	31/03/2018	31/03/2017
Trade Receivable		
Unsecured, Considered Good		
	0.00	0.00

#### 4.1 Current investments

In `

Particulars	31/03/2018	31/03/2017
	0.00	0.00

#### 4.2 Inventories

In `

Particulars	31/03/2018	31/03/2017
Raw Material Inventory	107088181.00	52628385.00
Finished Goods Inventory	792066165.00	787018041.00
	899154346.00	839646426.00

#### 4.3 Trade receivables

In `

Particulars	31/03/2018	31/03/2017
Trade Receivable		
Unsecured considered good		
Within Six Months		
Trade Receivable	322200.00	1319450.00
Exceeding Six Months		
Trade Receivable	1913890.00	34900.00
	2236090.00	1354350.00

#### 4.4 Cash and cash equivalents

In `

Particulars	31/03/2018	31/03/2017
Cash in Hand	1658113.00	5029004.78
Balances With Banks		
Balance With Scheduled Banks		
Current Account		
HDFC Bank	379680.00	6985758.17
HDFC Bank Credit Card	408940.00	130950.00
HDFC Bank - 502/8411	657759893.00	755936576.51
Kotak Bank - RJ 0521	14999122.00	0.00
Deposit Account		
HDFC FD	222776.00	2500000.00
	675428524.00	770582289.46

#### 4.5 Short-term loans and advances

In `

Particulars	31/03/2018	31/03/2017
Security Deposits		
Loans and advances to others		
Unsecured, considered good		
Advance to Suppliers	50352.00	3129890.00
Advance for Expenses	208747.00	71496.00
Salary Paid in Advance	1885.00	27267.00
Advance to Artisans	0.00	4813958.00
	260984.00	8042611.00



## 4.6 Other current assets

In

Particulars	31/03/2018	31/03/2017
Advance Tax	67500000.00	25000000.00
Pre operative Exp	0.00	2007296.00
VAT under Protest	303597.00	303597.00
Windmill Electric Energy Sales Receivable	174743.00	160364.00
Central Depository Service (India) Ltd	10362.00	10362.00
GST receivable	163754.00	0.00
TDS Receivables	10199.00	0.00
VAT	0.00	496789.00
	68162655.00	27978408.00

## 4.7 Revenue from operations

In

Particulars	31/03/2018	31/03/2017
Sale of Products		
Other Goods		
24 ct Gold	638829796.00	603776714.00
22 ct Gold	1704801324.00	934097928.00
18 ct Gold	30894097.00	13252694.00
Diamond	10782573.00	5961480.00
Diamond Jewellery	5537870.00	3942601.00
Agni Ornaments	267319.00	851731.00
Platinum Jewellery	2087602.00	0.00
Labour Income	2977267.00	3337928.00
ISHTA Ornaments	0.00	3468853.00
	2396177848.00	1568689929.00

## 4.8 Other income

In

Particulars	31/03/2018	31/03/2017
Interest		
Interest From Bank	101964.00	0.00
Miscellaneous		
Employee Salary Deductions	155150.00	94750.00
Wind Mill Elec Energy Sale	2669617.00	1748573.00
Short Term Profit on Mutual Funds	27992065.00	43634499.35
Prior Period Income	95596.00	0.00
Discount Income	72541.00	0.00
Gold Loan Revaluation Income	0.00	681020.00
Business Development	0.00	284192.00
Income from Stock Valuation	0.00	1266440.00
	31086933.00	47709474.35

## 4.9 Cost of materials consumed

In

Particulars	31/03/2018	31/03/2017
	0.00	0.00

## 5.0 Purchases of Stock-in-Trade

In

Particulars	31/03/2018	31/03/2017
-------------	------------	------------

Stock in Trade		
22 ct Gold	918245944.00	830910554.00
24 ct Gold	670065172.00	370594018.00
18 ct Gold	28726142.00	15406632.00
Diamond	9769107.00	2726121.00
Diamond Jewellery	6060924.00	1597812.00
22 ct Gold (Old)	502001761.00	245996421.00
Agni Ornaments	12960.00	0.00
Platinum Jewellery	4318460.00	0.00
	2139200470.00	1467231558.00

## 5.1 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade

In `

Particulars	31/03/2018	31/03/2017
Opening		
Stock in Trade	839646426.00	795848432.00
	839646426.00	795848432.00
Closing		
Stock in Trade	899154346.00	839646426.00
	899154346.00	839646426.00
Increase/Decrease		
Stock in Trade	(59507920.00)	(43797994.00)
	(59507920.00)	(43797994.00)

## Details of Changes in Inventory

Particulars	31/03/2018	31/03/2017
Stock in Trade		
Inventory	(59507920.00)	(43797994.00)
	(59507920.00)	(43797994.00)

## 5.2 Employee benefits expense

In `

Particulars	31/03/2018	31/03/2017
Salary, Wages & Bonus		
Labour Expense	33589889.00	1784486.00
Salary Exp	3981548.00	2707598.00
Bonus	565097.00	456838.00
Contribution to Gratuity		
Provision for Gratuity	900089.00	0.00
Contribution to Provident Fund		
EPF Exp	422456.00	349705.00
Leave Encashment Expenses		
Employee Leave Pay	199010.00	198010.00
Employee Medical Insurance Expenses		
Medical Insurance Exp	1091476.00	845164.00
Other Employee Related Expenses		
ESI Exp	177630.00	102128.00
Conveyence Exp	1433691.00	907750.00
HRA Allowance	1380296.00	1059355.00
	43741182.00	8411034.00

## 5.3 Finance costs

In `

Particulars	31/03/2018	31/03/2017
Interest Expenses		
Bank Charges		
Locker Charges	863.00	0.00
Bank Commission	0.00	280515.10
Other Interest Charges		
Interest Exp	40925223.00	46979173.00
Finance Charges		
Other Finance Charges		
Credit Card Commission	775656.00	600116.29
	41701742.00	47859804.39

## 5.4 Depreciation and amortisation expense

In `

Particulars	31/03/2018	31/03/2017
Depreciation & Amortisation		
Depreciation Tangible Assets	3874606.00	2640370.00
	3874606.00	2640370.00

## 5.5 Other expenses

In `

Particulars	31/03/2018	31/03/2017
Manufacturing Service Costs Expenses		
Other Manufacturing Costs		
Gold Loan Revaluation Loss	14317884.00	0.00
Administrative and General Expenses		
Telephone Postage		
Telephone Expenses	129183.00	77109.00
Mobile Expense	82801.00	96213.25
Printing Stationery		
Stationary	219344.00	16605.00
Rent Rates And taxes		
Rates and Taxes	104989.00	98557.00
CST Expenses	30369.00	0.00
CST OGS Expenses	2324.00	0.00
Auditors Remuneration		
Audit Fees	100000.00	100000.00
Managerial Remuneration		
Salary To Director	21600000.00	14400000.00
Repairs Maintenance Expenses		
Computer Repair & Maintenance	25731.00	13205.00
Vehical Repair & Maintenance	242694.00	230555.00
Electricity Expenses		
Electricity Exp	684883.00	394831.00
Travelling Conveyance		
Business Tour Exp	374987.00	201212.71
Legal and Professional Charges		
Legal Charges	911034.00	86800.00
Insurance Expenses		
Vehical Insurance Exp	256650.00	167031.00
Windmill Insurance Exp	68369.00	0.00
Vehicle Running Expenses		
Petrol Exp	565831.00	282772.21
Donations Subscriptions		
Donation	190011.00	107295.00
CSR Contribution	1421000.00	0.00
Safety and Security Expenses		
Security Exp	289254.00	225162.00
Information Technology Expenses		
Software Development Exp	4200.00	3600.00
Subscriptions, Membership Fees		
Membership Fees	5300.00	2300.00
Registration and Filing Fees		
IPO Expense	83002.00	4031283.00
ROC Filing Fees	23400.00	0.00
Registration Fees	0.00	42050.00
Other Administrative and General Expenses		
Interest on TDS Late Payment	4748.00	4708.00
Interest on VAT	84.00	1148.00
Shop Exp	520333.00	317741.00
Wind Mill Power Project Activity Exp	1236474.00	104453.74
Packing Meterial Exp	2772838.00	1536979.00
Interest on Income Tax	1207595.00	54086.00
Designing Exp	750000.00	1000000.00
Shop Rent Exp	8650.00	8550.00
Jewellery Block Policy	411000.00	380650.00
Shop Maintenance Charges	95757.00	18770.00
Gold Loan Usance Charges	1788611.00	1201800.00
Discount	0.00	13983.28
Accounting Fees	0.00	45000.00
Selling Distribution Expenses		
Advertising Promotional Expenses		
Advertisement Exp	4356975.00	2862042.35
Transportation Distribution Expenses		
Courrior Exp	119958.00	52980.00
Other Expenses		

Prior Period Expenses	279122.00	0.00
Penalty	381000.00	0.00
Business & Website Development Expenses	96140.00	0.00
Diomand Certificate Expenses	33934.00	0.00
Pre-operative Expenses written off	2007296.00	501824.00
	<u>57803755.00</u>	<u>28681296.54</u>

## 5.6 Exceptional items

In

Particulars	31/03/2018	31/03/2017
	0.00	0.00

## 5.7 Extraordinary Items

In

Particulars	31/03/2018	31/03/2017
	0.00	0.00

## 5.8 Prior Period items

In

Particulars	31/03/2018	31/03/2017
	0.00	0.00

## 5.9 Tax expense

In

Particulars	31/03/2018	31/03/2017
Current tax		
Tax Provision	59500000.00	13000000.00
Income tax expense for prior period	24480304.00	0.00
Deferred tax		
Deferred Tax	(1042508.00)	(176075.00)
	82937796.00	12823925.00

## 6.0 Profit/(loss) from discontinuing operations

In

Particulars	31/03/2018	31/03/2017
	0.00	0.00

## 6.2 Earnings per equity share

In

Particulars	31/03/2018	31/03/2017
Earnings Per Equity Share		
Basic		
Basic EPS Before Extra Ordinary Item	4.98	3.92
Diluted		
Diluted EPS Before Extra Ordinary Item	4.98	3.92

In terms of our attached report of even date  
For, H. S. JANI & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN : 127515W

For, RADHIKA JEWETECH LIMITED

HERSH SAMIR JANI

(PROPRIETOR)  
M. NO. : 124104

Date : 30/05/2018

ASHOKKUMAR MATHURDAS  
ZINZUWADIA  
(MANAGING DIRECTOR)  
(DIN : 07505964)

DARSHIT ASHOKBHAI  
ZINZUWADIA  
(WHOLETIME DIRECTOR)  
(DIN : 07506087)

JATIN DHINORA  
(CHIEF FINANCIAL OFFICER)

POOJA PANKAJBHAI SEJPAL  
(COMPANY SECRETARY)

# Radhika Jeweltech Ltd.

Notes to financial statement for the year ended March 31, 2018

## 7. Corporate information:

Radhika Jeweltech Limited was incorporated on 22nd July, 2016, under the provisions of chapter XXI of the Companies Act, 2013. Prior to its incorporation as a joint Stock Company as aforesaid, it was a partnership firm under the name & style of M/S. Radhika Jewellers Constituted as per the terms & conditions contained in the deed of partnership dated 21st May, 2016. The members of the said partnership, for the sake of smooth working and better & effective management and improvement and advancement of business, decided that all the members and co-partners of joint Stock Company would abide and be subject to the declarations and regulations contained in the memorandum and Articles of Association of the company.

Under the registration of the Company under Chapter XXI of the Companies Act, 2013 the business and assets and liabilities of M/S. Radhika Jewellers have become the property of the Company and have been taken at their book-value (i.e. total assets less total liabilities) on and from the date of Incorporation of the company. Accordingly the company shall undertake, pay, observe, satisfy, perform and fulfill the agreements, arrangements and liabilities of the said firm entered into in the name of the said firm and in relation to said business and assets brought in as aforesaid, and indemnify the erstwhile partners, their executors, estates, and effects from and against all actions, proceedings, claims and demands in respect thereof.

The financial statements are approved for issue by the Company's Board of Directors on May 23, 2017.

## 8. Method Of Accounting:

The financial statements have been prepared to comply in all material respects with the Accounting Standards notified by Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 2013. The financial statements are prepared under the historical cost convention on accrual basis except uncertain expenses which are accounted in the year of payment or ascertainment of liability and are in accordance with the

## 9. Use of estimates:

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

## 10. Significant Accounting Policies are stated as under:

### i) Fixed Assets and Depreciation:

Fixed Assets are stated at historical cost. Cost of acquisition / construction is inclusive of freight, duties, taxes and all other incidental expenses relating to fixed assets.

### ii) Current Assets and Liabilities:

In the opinion of the Company, the value on realisation of Current Assets, Loans & Advances, if realised in the ordinary course of the business, shall not be less than the amount, which is stated in the current year balance sheet. The provision for all known liabilities is reasonable and not in excess of the amount considered reasonably necessary. Debit, Credit balance of Sundry Creditors, Sundry Debtors, Unsecured Loans and Loans & Advances are subject to confirmation.

# Radhika Jeweltech Ltd.

## iii) Inventories:

Inventories are valued at lower of cost (net of refundable taxes and duties) and net realisable value. The cost of these items of inventory are determined on Average basis and comprises of cost of purchase and other incidental costs incurred to bring the inventories to their location and condition. Raw-Materials held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

## iv) Purchases:

Purchases are shown as per bills inclusive of tax wherever so charged. Major items of expenditure are accounted for

## v) Sales:

The sales are recorded when supply of goods takes place in accordance with the terms of sale and on change of title

## vi) Interest income:

Interest income is accrued on a time basis.

## vii) Gain / loss on revaluation of Gold Loan:

The Company revalues the Gold Loan liability on each balance sheet date at prevailing market rates. Difference is adjusted to statement of profit or loss in the name of gold loan revaluation gain / loss.

## viii) Retirement and other employee benefits:

### Defined benefit plans

For defined benefit plans, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each Balance sheet date. Gratuity scheme is administered by Life Insurance Corporation of India. Actuarial Gains and Losses comprise of experience adjustments and the effects of changes in actuarial assumptions are recognised immediately in the Statement of Profit and Loss as income or expense.

### Defined contribution plans

Contribution to defined contribution plans are recognised as expense when employees have rendered services entitling them to such benefits.

## ix) Income Taxes:

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 and 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.



## Radhika Jeweltech Ltd.

### Deferred tax

Deferred tax is recognised 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 recognised for all taxable temporary differences. Deferred tax assets are generally recognised 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 utilised.

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.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

### Current and deferred tax for the period

Current and deferred tax for the period are recognised in statement of profit or loss.

### x) Provisions and contingencies:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the

## 11. Contingent Liabilities

Particulars	As at March 31, 2018 Rs.	As at March 31, 2017 Rs.
Contingent Liabilities	-	-

During previous financial year, a survey under the Income Tax Act had taken place on 1st December, 2016 at company's premises. Discrepancies were found in physical stock and stock as per books on the same day. As per the Directors of the company, this difference was due to stock lying at other places for which no explanation was available with them. However for peace of mind, they had disclosed income as a % of Gross profit on sale of the differential stock. The amount to be disclosed comes to Rs. 12,66,440/- which is shown as income in the Profit & Loss account.

## 12. Deferred Tax:

## i) Deferred Tax Asset recognized in balance sheet:

Particulars	As at March 31, 2018 Rs.	As at March 31, 2017 Rs.
Deferred Tax Asset		
Fixed Assets / Depreciation	518,084	176,075
Provision for employee benefit (gratuity)	262,106	-
Pre-Operative Expenditure	438,393	-
Total Deferred Tax Asset	1,218,583	176,075

## ii) Deferred tax expense recognized in Statement of P&amp;L:

Particulars	Year Ended March 31, 2018 Rs.	Year Ended March 31, 2017 Rs.
Deferred tax asset	1,042,508	176,075

## 13. Earnings Per Share (EPS)

Particulars	Year Ended March 31, 2018 Rs.	Year Ended March 31, 2017 Rs.
Net Profit / (Loss) for calculation of basic / diluted EPS	117,513,150	92,549,409
Weighted Average Number of Equity Shares in calculating Basic and Diluted EPS	23,600,000	23,600,000
Basic and Diluted Earnings/(Loss) Per Share	4.98	3.92
Nominal Value of Equity Shares	4.98	3.92

Profit for previous financial year - The profit after tax for the period 22/07/2016 to 31/03/2017 does not include profit attributable to the partnership firm before conversion

## 14. Details of Employee Benefits:

## (a) Defined Contribution Plans

Notes to financial statement for the year ended March 31, 2018

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The Company offers its employees benefits under defined contribution plans in the form of provident fund. Provident fund cover substantially all regular employees which are on payroll of the company. Both the employees and the Company pay predetermined contributions into the provident fund and approved superannuation fund. The contributions are normally based on a certain proportion of the employee's salary and are recognised in the Statement of Profit and Loss as incurred.

A sum of Rs. 422456/- (March 31, 2017: Rs. 349705/-) has been charged to the Statement of Profit and Loss in respect of this plan.

(b) Defined Benefit Plan - Gratuity:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is unfunded.

The company has recognised liability towards defined benefit gratuity plan on the basis of actuarial valuation report issued by Life Corporation of India.

The following table summarizes the components of net benefit expense recognized in the Statement of Profit and Loss and the amounts recognized in the Balance Sheet for the plan:

A. Expenses Recognized in the Income Statement

Particulars	Gratuity	
	Year Ended March 31, 2018Rs.	Year Ended March 31, 2017Rs.
Current Service Cost	85,879	-
Past Service Cost	806,866	-
Others	7,344	-
Expenses Recognized in the Statement of Profit and Loss	900,089	-

B. Net Liability recognized in the balance sheet

Particulars	As at March 31, 2018Rs.	As at March 31, 2017Rs.
Present Value of Obligation	900,089	-
Fair value of plan assets	-	-
Surplus / (Deficit)	-	-
Effects of Asset Ceiling, if any	-	-
Net Liability recognized in the Balance sheet	900,089	-

C. Changes in the Present value of Obligation

Particulars	As at March 31, 2018Rs.	As at March 31, 2017Rs.
Present Value of Obligation as at the beginning	-	-
Current Service Cost	85,879	-
Interest Expense or Cost	-	-
Re-measurement (or Actuarial) (gain) / loss arising from:	-	-
- change in financial assumptions	-	-
- experience variance	-	-
Past Service Cost	806,866	-
Others	7,344	-
Present Value of Obligation as at the end of the year	900,089	-

## D. Actuarial Assumptions

Particulars	As at March 31, 2018 Rs.	As at March 31, 2017 Rs.
Discount Rate	7.5% p.a.	-
Expected rate of salary increase	5.00%	-
Expected Return on Plan Assets	N.A.	-
Mortality	LIC(2006-08) ultimate	-
Rate of Employee Turnover	1% to 3% depending on age	-
Retirement Age	60 Years	-

## 15. Related Party Disclosures:

## (i) Related Parties:

Names of Related Parties:	Relationship with the Company
HANSABEN M ZINZUWADIA	Relative of Key-Managerial Personnel
MOHIL A ZINZUWADIA	Relative of Key-Managerial Personnel
DARSHIT A. ZINZUWADIA HUF	Entities controlled by Key Managerial Personnel or his relatives
ZINZUWADIA HARESH FAMILY TRUST	Entities controlled by Key Managerial Personnel or his relatives
ASHOK M ZINZUWADIA HUF	Entities controlled by Key Managerial Personnel or his relatives
HARESH M ZINZUWADIA HUF	Entities controlled by Key Managerial Personnel or his relatives
MATHURBHAI B ZINZUWADIA HUF	Entities controlled by Key Managerial Personnel or his relatives
ASHOKKUMAR M. ZINZUWADIA	Managing Director
DARSHIT A. ZINZUWADIA	Whole Time Director
HARESHBHAI M. ZINZUWADIA	Whole Time Director
HETAL H. ZINZUWADIA	Relative of Key-Managerial Personnel
JENIL H. ZINZUWADIA	Relative of Key-Managerial Personnel
KAVITA A. ZINZUWADIA	Relative of Key-Managerial Personnel
RADHIKA TRADELINK	Entities controlled by Key Managerial Personnel or his relatives
AKSHAR FINANCE LTD	Entities controlled by Key Managerial Personnel or his relatives
AMI D.ZINZUWADIA	Relative of Key-Managerial Personnel

(ii) Transactions during the period with related parties are as under:

Particulars	Year Ended March 31, 2018Rs.	Year Ended March 31, 2017Rs.
Remuneration paid		
ASHOKKUMAR M. ZINZUWADIA	7,200,000	4,800,000
DARSHIT A. ZINZUWADIA	7,200,000	4,800,000
HARESHBHAI M. ZINZUWADIA	7,200,000	4,800,000
JENIL H. ZINZUWADIA	200,000	-
MOHIL A. ZINZUWADIA	200,000	-
<b>Total</b>	<b>22,000,000</b>	<b>14,400,000</b>
Loan Repaid		
HANSABEN M ZINZUWADIA	232	4,824,445
MOHIL A ZINZUWADIA	9,527,320	14,985,911
DARSHIT A. ZINZUWADIA HUF	16,990,584	15,909,044
ZINZUWADIA HARESH FAMILY TRUST	17,046,700	15,857,565
ASHOK M ZINZUWADIA HUF	21,522,575	20,622,218
HARESH M ZINZUWADIA HUF	21,624,974	20,623,329
MATHURBHAI B ZINZUWADIA HUF	51,738,300	48,816,772
ASHOKKUMAR M. ZINZUWADIA	8,000,000	261,044,992
DARSHIT A. ZINZUWADIA	21,000,000	88,162,294
HARESHBHAI M. ZINZUWADIA	9,000,000	256,539,473
HETAL H. ZINZUWADIA	22,571,810	22,338,107
JENIL H. ZINZUWADIA	4,759,316	7,799,574
KAVITA A. ZINZUWADIA	38,312,202	39,302,770
RADHIKA TRADELINK	-	83,630
<b>Total</b>	<b>242,094,013</b>	<b>816,910,124</b>
Loan Taken		
ASHOKKUMAR M. ZINZUWADIA		
DARSHIT A. ZINZUWADIA	53,575,000	29,730,000
HARESHBHAI M. ZINZUWADIA	2,000,000	-
<b>Total</b>	<b>53,250,500</b>	<b>30,360,000</b>
	<b>108,825,500</b>	<b>60,090,000</b>

Notes to financial statement for the year ended March 31, 2018

Particulars	Year Ended March 31, 2018Rs.	Year Ended March 31, 2017Rs.
Interest Paid		
HANSABEN M ZINZUWADIA	-	216,212
MOHIL A ZINZUWADIA	-	994,205
DARSHIT A. ZINZUWADIA HUF	-	1,328,378
ZINZUWADIA HARESH FAMILY TRUST	-	1,325,206
ASHOK M ZINZUWADIA HUF	-	1,694,841
HARESH M ZINZUWADIA HUF	-	1,701,829
MATHURBHAI B ZINZUWADIA HUF	-	4,042,753
ASHOKKUMAR M. ZINZUWADIA	14,597,548	10,289,211
DARSHIT A. ZINZUWADIA	6,026,837	5,489,402
HARESHBHAI M. ZINZUWADIA	19,820,054	14,580,763
HETAL H. ZINZUWADIA	-	1,807,716
JENIL H. ZINZUWADIA	-	425,076
KAVITA A. ZINZUWADIA	-	3,083,581
Total	40,444,439	46,979,173.00
Loan Revaluation Loss / (Income)		
ASHOKKUMAR M. ZINZUWADIA	5,258,184	(336,940)
HARESHBHAI M. ZINZUWADIA	5,284,699	(344,080)
Total	10,542,884	(681,020)
Usance Charges paid		
ASHOKKUMAR M. ZINZUWADIA	889,022	594,600
HARESHBHAI M. ZINZUWADIA	899,589	607,200
Total	1,788,611	1,201,800
Designing Charges paid		
AMI D.ZINZUWADIA	750,000	1,000,000
Total	750,000	1,000,000
Purchase of Materials		
ASHOKKUMAR M. ZINZUWADIA	44,545,000	29,730,000
HARESHBHAI M. ZINZUWADIA	44,220,500	30,360,000
Total	88,765,500	60,090,000

16. Corporate Social Responsibility

The Gross amount required to be spent by the company during the year towards Corporate Social Responsibility is Rs. 2097368/- (Previous year: Rs. Nil) as per Section 135 of the Companies Act, 2013.

Particulars	In Cash	Yet to be paid in Cash
Amount Spent during the year on		
(i) Construction/ Acquisition of any assets	-	-
(Previous Year)	-	-
(ii) On purpose other than (i) above	1,421,000	676,368
(Previous Year)		

Notes to financial statement for the year ended March 31, 2018

17. The Management has assessed whether there is any impairment of Assets, and accordingly there is no loss on impairment of Assets

18. The confirmations of balances due to / from parties as per accounts of the company are not received. Any adjustment if necessary will be made when the accounts are settled

19. Previous Periods' / Years' figures have been re-grouped / Re-Classified where necessary to make it comparable with the current period.

20. Subsequent to Balance Sheet Date, there are no events occurred which require disclosure or adjustments in the financial statements.

In terms of our report attached.

For H. S. JANI & ASSOCIATES

Chartered Accountants

FRN : 127515W

For RADHIKA JEWETECH LIMITED

ASHOKKUMAR MATHURDAS ZINZUWADIA  
(MANAGING DIRECTOR - DIN : 07505964)

HARESHBHAI MATHURBHAI ZINZUWADIA  
(WHOLETIME DIRECTOR - DIN : 07505968)

HERSH SAMIR JANI

Proprietor

M. NO. : 124104

Place : Ahmedabad

Date : 30.05.2018

POOJA PANKAJBHAI SEJPAL  
(COMPANY SECRETARY)

JATIN DHINORA  
(CHIEF FINANCIAL OFFICER)

Place: Ahmedabad

Date : 30.05.2018



**RADHIKA JEWELTECH LIMITED**  
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2018

Particulars	31-03-18 Rs.	31-03-17 Rs.
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax / extraordinary items	200,450,946	105,373,334
Adjustments for :		
Depreciation	3,874,606	2,640,370
Preliminary and public issue expenses	2,007,296	501,824
Discount Income	(72,541)	-
Interest Income	(101,964)	-
Short Term Profit on Mutual Funds	(27,992,065)	(43,634,499)
Finance Costs	41,701,742	47,859,804
Gold Loan Revaluation Loss / (Gain)	14,317,884	(681,020)
<b>Operating profit before working capital changes</b>	<b>234,185,904</b>	<b>112,059,814</b>
<b>Working Capital Changes:</b>		
(Increase) / Decrease in stock	(59,507,920)	(839,646,426)
(Increase) / Decrease in trade receivables	(881,740)	(1,354,350)
(Increase) / Decrease in other current asset	2,315,753	(27,978,408)
(Increase) / Decrease in Loans & Advances (Current + Non Current)	10,256,627	(10,517,611)
Increase /(Decrease) in other current liabilities	605,350	1,713,956
Increase/ (Decrease) in trade payable	(62,326,622)	69,514,695
Increase /(Decrease) in provisions (excl. tax provisions)	5,541,192	325,143
<b>Cash generated from operations before income tax</b>	<b>130,188,544</b>	<b>(695,883,187)</b>
Income-tax Expenses	(91,980,304)	(13,000,000)
<b>Net cash flow from operating activities</b>	<b>38,208,240</b>	<b>(708,883,187)</b>
<b>B. CASH FLOW FORM INVESTING ACTIVITIES</b>		
(Increase) / Decrease in fixed assets	(190,720)	(4,406,553)
(Increase) / Decrease in Investments	(100,000,000)	(100,000,000)
Interest Income received	101,964	-
Short term profit on mutual funds	27,992,065	43,634,499
<b>Net cash from investing activities</b>	<b>(72,096,691)</b>	<b>(60,772,054)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Issue of Equity Share Capital	-	665,000,000
Reserve and Surplus on acquisition of business	-	307,151,190
Increase / (decrease) in long -term borrowings	(15,310,934)	615,273,284
Finance Costs paid	(45,954,381)	(47,186,943)
<b>Net cash from financing activities</b>	<b>(61,265,315)</b>	<b>1,540,237,531</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS ( A + B + C )</b>	<b>(95,153,765)</b>	<b>770,582,289</b>
Opening Cash and cash equivalents	770,582,289	-
<b>Closing Cash and cash equivalents</b>	<b>675,428,524</b>	<b>770,582,289</b>

**Notes:**

- i. The above cash flow statement has been prepared under the indirect method set out in Accounting Standard 3 on "Cash Flow Statement".
- ii. Previous Periods' / Years' figures have been re-grouped / Re-Classified where necessary to make it comparable with the current period.

In terms of our report attached.

**For H. S. JANI & ASSOCIATES**

Chartered Accountants

FRN : 127515W

HERSH SAMIR JANI

Proprietor

M. NO. : 124104

Place : Ahmedabad

Date:30.05.2018

**For RADHIKA JEWETECH LIMITED**

ASHOKKUMAR MATHURDAS ZINZUWADIA  
(MANAGING DIRECTOR - DIN : 07505964)

HARESHBHAI MATHURBHAI ZINZUWADIA  
(WHOLETIME DIRECTOR - DIN : 07505968)

POOJA PANKAJBHAI SEJPAL  
(COMPANY SECRETARY)

JATIN DHINORA

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