



Date: 03.09.2022

The Department of Corporate Services
BSE Limited,
25th, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai-400001

Re: Submission of Annual Report of the Company for the Financial Year 2021-22

Ref: Scrip Code: 539518

Dear Sir/ Madam,

Pursuant to Regulations 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed herewith the Annual Report for the Financial Year 2021-22.

This is for your information and we request you to kindly take the same on record.

Thanking you,

Yours truly,

For **UDAY JEWELLERY INDUSTRIES LIMITED**


Sarita Panchal
Company Secretary & Compliance Officer

Encl: As stated above



Uday Jewellery Industries Limited
manufacturers • exporters • distributors

23rd ANNUAL REPORT

2021-2022



UDAYTM
CZ AND GEMSTONE JEWELLERY

UDAY JEWELLERY INDUSTRIES LIMITED
Manufacturers & Exporters



KUBIXTM
cz jewellery

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BOARD OF DIRECTORS

| | | |
|-------------------------|---|--------------------------------|
| Mr. Ritesh Kumar Sanghi | - | Chairperson- Managing Director |
| Mr. Sanjay Kumar Sanghi | - | Director |
| Ms. Pritha Sanghi | - | Director |
| Mr. Ramprasad Vempati | - | Independent Director |
| Mr. Vikram Goel | - | Independent Director |
| Mr. Sunil Garg | - | Independent Director |

Other Key Managerial Personnel:

| | | |
|--------------------|---|---|
| Mr. Rakesh Agarwal | - | Chief Financial Officer |
| Mr. Lekhpal Sahu | - | Company Secretary & Compliance Officer (w.e.f. 03.05.2021 to 04.01.2022) |
| Ms. Sarita Panchal | - | Company Secretary & Compliance Officer (w.e.f. 03.06.2022) |

AUDITORS

M/s Anant Rao & Malik
Chartered Accountants,
Khairatabad, Hyderabad – 500004

BANKERS

KOTAK MAHINDRA BANK LTD
STATE BANK OF INDIA

REGISTERED OFFICE

3-6-291/4/A, 1st Floor, Hyderguda,
Hyderabad-500029
Phone:- 040-48538411

REGISTRAR & SHARE TRANSFER AGENTS

Bigshare Services Private Limited
306, Right Wing, 03rd Floor, Amrutha Ville
Opp Yashoda Hospital, Somajiguda
Raj Bhavan Road, Hyderabad – 500082
Telangana.
Phone: 040-40144967/582
Fax: 040-23370295
Email: bsshyd@bigshareonline.com
Website: www.bigshareonline.com

NOTICE

Notice is hereby given that the **Twenty-Third Annual General Meeting of Uday Jewellery Industries Limited** will be held on **Monday, 26th September 2022 at 4:30 P.M. (IST)** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2022, together with the Report of the Board of Directors and Auditors thereon.**
2. **To appoint director in place of Mr. Sanjay Kumar Sanghi, Director (DIN: 0062969), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. **To Reappoint Mr. Ritesh Kumar Sanghi (DIN: 00628033), as Managing Director of the Company.**

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of sections 196, 197, and 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modifications thereto or re-enactment thereof for the time being in force), the consent of members of the Company be and is here accorded for the re-appointment of Mr. Ritesh Kumar Sanghi as the Managing Director of the Company for the period of five years with effect from 18th August 2022 without any remuneration.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things, and matters necessary, proper or expedient to give effect to the foregoing resolution.”

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

Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with the Company’s policy on Related Party transaction(s), approval of the members be and is hereby accorded to enter at prevailing market rates and at arm’s length basis and in the ordinary course of business of the Company with the related parties as defined under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, as follows:

UDAY JEWELLERY INDUSTRIES LIMITED

| Sl. No. | Name of related parties | Nature of relationship | Type of Contract/ Transaction | Transaction Limit | Duration |
|---------|------------------------------------|---------------------------------|--|---|-------------------------------|
| 1. | Sanghi Jewellers Private Limited | Company having common directors | Purchase/ sale of various manufactured products and availing Jobwork services At prevailing market rates and on arm's length basis | Rs. 50,00,00,000/- (Rupees Fifty Crores only) | From 01.10.2022 to 30.09.2023 |
| 2. | Narbada Gems and Jewellery Limited | Company having common directors | Sale/ purchase of various manufactured products At prevailing market rates and on arm's length basis | Rs. 50,00,00,000/- (Rupees Fifty Crores only) | From 01.10.2022 to 30.09.2023 |

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

5. To approve the remuneration payable to Mr. Uday Sanghi, as Head - Business Development, a relative of the Director in Office or Place of Profit as per Section 188 of the Companies Act, 2013.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and other applicable provisions, if any, read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and in accordance with the Company’s policy on Related Party transaction(s), approval of the members be and is hereby accorded for the remuneration payable to Mr. Uday Sanghi as Head-Business Development, being a relative of the Director occupying Office or Place of Profit on the recommendation of Nomination and remuneration committee.”

Remuneration:

Remuneration per month payable in INR shall be adjusted as follows and subject to deduction of Tax at source as per prevailing Income Tax Rules:

Consolidated Salary of Rs. 4,50,000 per month bifurcated as under:

| | | |
|----|-------------------------------------|--------------------|
| a. | Basic Salary: | 1,80,000 per Month |
| b. | Dearness Allowance: | 90,000 per Month |
| c. | House Rent Allowance: | 1,35,000 per Month |
| d. | Special Allowance/Other Allowances: | 45,000 per Month |

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, and things, as may be necessary, proper things as may be considered necessary or expedient to give effect to this resolution.”

Date: 18.08.2022

Place: Hyderabad.

For and on behalf of the Board

Sd/-

RITESH KUMAR SANGHI

Managing Director

DIN: 00628033

NOTES:

1. In view of the ongoing situation of the COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, and Circular No. 20/2020 dated May 05, 2020. General Circular nos. 02/2021 and 21/2021 dated January 13, 2021, and December 14, 2021, respectively in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. Annual General Meeting (AGM) will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to a least 1000 members on first-come-first-served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The Members attending the AGM through VC/OAVM will be counted to ascertain the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, this AGM is being held through VC/OAVM, and physical attendance of Members has been dispensed with. Accordingly, the facility to appoint a proxy to attend and cast votes for the members is not available for the AGM, and hence the Proxy Form, Attendance Slip, and route map of AGM are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. In furtherance of the Green Initiative, Notice calling the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories unless any Member has requested for a physical copy of the same. Further, the Notice of AGM has been uploaded on the website of the Company at www.udayjewellery.com. The Notice can also be accessed from the websites of the Stock Exchanges at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL at www.evotingindia.com.
6. The Explanatory Statement under Section 102(1) of the Companies Act, 2013 in respect of Item No. 3,4&5 is annexed herewith.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:

- a) **For shares held in electronic form:** to their Depository Participants (DPs)
- b) **For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/ P/CIR/2021/655 dated November 3, 2021. The Company has sent letters through its RTA for furnishing the required details. Members may also refer to the link available on Company's website www.udayjewellery.com
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/ P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; a claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.udayjewellery.com and on the website of the Company's Registrar and Transfer Agents, Bigshare Services Private Limited. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Bigshare Services Private Limited, for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Bigshare Services Private Limited, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.udayjewellery.com Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Bigshare Services Private Limited in case the shares are held in physical form.
12. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, and MCA Circular No. 17/2020 dated April 13, 2020, and MCA Circular No. 20/2020 dated May 05, 2020.
13. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September 2022 to 26th September 2022 (both days inclusive) for the purpose of the Annual General Meeting.
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14. Shri Ajay Suman Shrivastava, Practicing Company Secretary has been appointed as “Scrutinizer” for the Business mentioned to be conducted by e-voting.
15. The Results of the e-voting will be declared by Director by 28th September, 2022, by 05:00 P.M. at the Registered Office of the Company in Hyderabad and shall be hosted on the website of the Company; www.udayjewellery.com. And on the website of the Stock Exchange; www.bseindia.com.
16. The details pertaining to Director(s) liable to retire by rotation and director(s) proposed to be appointed/ re-appointed as required to be provided pursuant to the Listing Agreement with the Stock Exchange are as follows:

PROFILE OF THE DIRECTOR RETIRING BY ROTATION: Mr. Sanjay Kumar Sanghi, aged about 55 years, is a commerce graduate and Gemologist with more than 31 years of experience in the business of Gems and Jewellery. He is also a promoter of the Company. He specializes in the sorting and evaluation of a diverse range of precious and semi-precious gems used in the manufacturing of various gold stone jewellery. He has immense skill and expertise in sorting and recognizing the diverse range of precious and semi-precious gems used in manufacturing various colored stone jewellery.

His directorships in other public companies as on 31.03.2022 are:

1. Narbada Gems and Jewellery Limited;

The instructions for E-Voting and joining the AGM are as under:

17. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
19. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and

Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

20. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
21. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
22. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.udayjewellery.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
23. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
24. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on **Friday, 23rd September 2022 at 09:00 AM and ends on Sunday, 25th September 2022 at 05:00 PM**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **19th September 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility

to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |

| | |
|---|---|
| | <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in dematerialized mode with NSDL Depository</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile phone. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

| For Physical shareholders and other than individual shareholders holding shares in Demat. | |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Uday Jewellery Industries Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@udayjewellery.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

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

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

Item no. 3:

Mr. Ritesh Kumar Sanghi was appointed as Managing Director of the Company for a term of five years with effect from 29th August 2017, after obtaining due approval from the members in the Annual General Meeting held on 16th Day of November 2017. Accordingly, the present term comes to an end on this 23rd Annual General Meeting.

The Board in its meeting held on August 18, 2022, has approved the re-appointment of Mr. Ritesh Kumar Sanghi as the Managing Director of the Company for the further period of five years after his current tenure ends. The Board has taken the decision of said re-appointment based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company.

Mr. Ritesh Kumar Sanghi is not disqualified from being re-appointed as a Managing Director in terms of Section 164 of the Companies Act, 2013. He has communicated his consent to act as Managing Director of the Company. He satisfies all the conditions as set out in Section 196(3) of the said Act and Part-1 of the Schedule- V thereof and hence, is eligible for re-appointment.

A brief profile of Mr. Ritesh Kumar Sanghi is provided in the Annexure to the Notice pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting.

In accordance with Section 196 read with Schedule V of the Companies Act, 2013, the appointment and re-appointment of the Managing Director shall be approved by the members in a General Meeting. Therefore, your approval is sought in this regard for the said re-appointment.

The Board recommends the resolution as set out in item no. 3 of the notice for approval by the members.

The Directors Mr. Sanjay Kumar Sanghi and Mrs. Pritha Sanghi, being relatives of the appointee, are interested or concerned in the said resolution.

Item no. 4:

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

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

UDAY JEWELLERY INDUSTRIES LIMITED

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

Hence, approval of the shareholders is being sought for the said Related Party Transactions proposed to be entered into by your Company with NGJL and SJPL for a period of 12 months starting from 1st October, 2022 to 30th September, 2023.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the Proposed transaction(s) with the related parties, as follows:

| Sl. No. | Name of related parties | Nature of relationship | Type of Contract/ Transaction | Transaction Limit | Duration |
|---------|------------------------------------|---------------------------------|--|---|-------------------------------|
| 1. | Sanghi Jewellers Private Limited | Company having common directors | Purchase/ sale of various manufactured products and availing Jobwork services At prevailing market rates and on arm's length basis | Rs. 50,00,00,000/- (Rupees Fifty Crores only) | From 01.10.2022 to 30.09.2023 |
| 2. | Narbada Gems and Jewellery Limited | Company having common directors | Sale/ purchase of various manufactured products at prevailing market rates and on arm's length basis | Rs. 50,00,00,000/- (Rupees Fifty Crores only) | From 01.10.2022 to 30.09.2023 |

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

The Board of Directors recommends passing the resolution as set out in item no. 4 of this Notice as an Ordinary Resolution.

Item no. 5:

In accordance with the provisions of section 188(1)(f) of the Companies Act, 2013, which governs the related party transactions, it is required for a company to obtain prior approval of the Board of Directors and Shareholders for the remuneration of the related party appointed at any office or place of profit.

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, at their meeting, held on August 18, 2022, had approved remuneration of Mr. Uday Sanghi as Head - Business Development of the Company, subject to the approval of the shareholders by way of an Ordinary Resolution.

Remuneration:

Remuneration per month payable in INR shall be adjusted as follows and subject to deduction of Tax at source as per prevailing Income Tax Rules:

Consolidated Salary of Rs. 4,50,000 per month bifurcated as under:

| | | |
|----|-------------------------------------|--------------------|
| a. | Basic Salary: | 1,80,000 per Month |
| b. | Dearness Allowance: | 90,000 per Month |
| c. | House Rent Allowance: | 1,35,000 per Month |
| d. | Special Allowance/Other Allowances: | 45,000 per Month |

Mr. Uday Sanghi is part of the promoter group of the Company as well. Further, he and his relatives are interested in this item of the Business to the extent of their shareholding.

Other than this none of the Directors or KMP or relatives of the Directors, are in any way concerned with or interested financially or otherwise in the resolution at item no. 5 of the accompanying notice.

Your directors recommend passing the foregoing resolution of this Notice as an Ordinary Resolution.

Annexure

Brief profile of Mr. Ritesh Kumar Sanghi, Chairman and Managing Director

Mr. Ritesh Kumar Sanghi aged 51 years, Chairman and Managing Director and also the Promoter of our Company. He holds a degree of Bachelor of Commerce and is involved in the business of gems and jewellery for more than 25 years. He has extensive knowledge in the field of jewellery and the production process and techniques involved in the manufacturing of gold jewellery. His wisdom and understanding of the business would be favorable for the Company. He has been instrumental in taking major policy decisions for the Company. He is playing a vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company.

Profile of Mr. Uday Sanghi- Head- Business Development

Mr. Uday Sanghi is 27 and currently holds the position of Business Development Head in the Company. Uday has obtained a BBA Degree from Amity University and has completed specialized courses in Consumer Behaviour & Strategic Management from the London School of Economics. Uday has completed his Graduation in Strategic Management from Harvard Business School. Uday contributes significantly to the field of product development, consumer connection strategies, and operating processes.

DIRECTORS' REPORT

To
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED

Your Directors have the pleasure of presenting the **Twenty-Third Annual Report** together with the audited Financial Statement of the Company for the financial year ended 31st March 2022.

1. FINANCIAL HIGHLIGHTS

The highlights of the financial statements of the Company for the financial year ended March 31, 2022, are as under:

(Rs. in Lakhs)

| Particulars | 31.03.2022 | 31.03.2021 |
|--|------------------|----------------|
| Revenue from operations | 12,153.53 | 9333.50 |
| Other Income | 96.20 | 108.33 |
| Total income | 12,249.73 | 9441.82 |
| Profit before tax | 779.30 | 781.95 |
| Current Tax | 207.30 | 203.82 |
| Deferred Tax | (3.19) | (2.90) |
| Income tax pertaining to earlier years | 3.82 | 0.88 |
| Profit after Tax | 571.36 | 580.15 |
| Earnings per share | | |
| Basic | 2.59 | 2.63 |
| Diluted | 2.59 | 2.63 |

2. COMPANY'S PERFORMANCE AND BUSINESS OVERVIEW:

The COVID-19 pandemic has emerged as a global challenge, creating disruption across the world. Global solutions are needed to overcome the challenges – businesses & business models have transformed to create a new work order. The physical and emotional well-being of employees continues to be a top priority for the Company, with several initiatives to support employees and their families during the pandemic.

In the first three months of FY 2022, the second wave of the pandemic overwhelmed India's medical infrastructure. During this trying period, the Company provided vaccination to its employees to ensure the safety and well-being of the associates.

The performance of the business was affected during the last financial year due to store closures consequent upon the declaration of national lockdown by the Government and subsequent state-wise lockdowns and with cross-city/country clients who could not visit during the pandemic which caused a negative impact on the business. During the year under review,

- Your Company has achieved a turnover of Rs. 12,153.53 Lakhs against Rs. 9333.50 Lakhs during the previous year and registered a growth of 30.21% over the previous year.

- The Company reported a Net Profit after Tax of Rs. 571.36 Lakhs as against Rs. 580.15 Lakhs earned during the previous year and a decline in growth of 1.51% due to the high carrying cost of inventory.

Your Company is engaged in the business of manufacturing, selling, and trading stone-studded gold jewellery, diamond-studded jewellery and silver items, and cubic zirconia with natural and color stones in different geographical areas i.e. domestic and international markets. The Company has not faced a material impact on the capital and financial resources, profitability, liquidity position, and assets of the Company. As per present conditions, the Company is confident in its ability to service debt and other financing arrangements.

Your Company has participated in jewellery exhibitions organized by GJEPC at Bombay Exhibition Centre in February 2022.

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

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

4. FUTURE PROSPECT:

Uday Jewellery Industries Limited is a leading wholesaler of CZ and precious colour gemstone studded jewellery and supplies to most of the marquee branded retail players of India and outside of India. The Company is a dominant player in its chosen niche that has few established players.

With a target of becoming the largest manufacturer of CZ with precious colour gemstones studded jewellery the company is coming up with new facilities with an expansion of its capacity 4 times than the existing and the said facility of the Company will be well equipped with state-of-the-art Mechanization and technology thereby increasing the overall capacity and enhanced finishing of the products.

The Company is planning to introduce small ticket-size items to cover a large area of the market on a worldwide basis and to target selected and renowned jewellers in each city which has big stores with a colossal capacity of displaying a variety of products to escalate the network and for the same Company is looking forward to signing Memorandum of Understanding with at least one Distributor in Second half of the Financial Year 2022-23.

The Company is investing its own fund in research and innovative technology for sustainable growth instead of financing from outside sources. Your Company is also focusing on hiring advanced talent for mechanization and innovative growth and has appointed a Chief Operating Officer having experience of more than 35 years.

The company's production infrastructure includes a large pool of highly skilled artisans and craftsmen and furthermore the company is looking for a training center for fuller utilization of the labor force and to increase productivity at the same time.

The Company's in-house design and development team is supported by cutting-edge technology including 3D printing, laser engraving, CAD (computer-aided design), etc to make precise designs as per the requirement of the customers.

The demand for Indian jewellery is snowballing in the global market and the industry is now set to grow 3-4% per year till the year 2025 since the Company has fine global clients, it is expected to have a great opportunity for the company to expand its exports and global market reach. Overall, the Company is seeing a positive impact within a couple of years that would go a long way in improving the margin for the Company.

5. SHARE CAPITAL

The Authorised Share Capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty-Six Crore) divided into 2,60,00,000 (Two Crore Sixty Lakhs) Equity Shares of Rs.10/- each. The Issued, Subscribed and Paid-up Equity Share Capital of the Company is Rs. 22,02,19,000/- (Rupees Twenty-Two Crore Two Lakhs Nineteen Thousand only) divided into 2,20,21,900 (Two Crore Twenty Lakhs Twenty-One Thousand Nine Hundred only) Equity shares of Rs. 10/- each.

Further, during the financial year 2021-22, there were no:

- (i) Re-issue of forfeited shares out of 31,62,900 Equity shares pending re-issue.
- (ii) Issue of shares with differential rights
- (iii) Issue of sweat equity shares
- (iv) Issue of ESOP

6. DIVIDEND

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

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

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

8. RESERVES

The amount to be carried forward to the reserves is Rs. 571.36/- Lakhs being the Profit for the year.

9. KEY MANAGERIAL PERSONNEL:

- | | | |
|----|---------------------|---------------------------|
| 1. | Ritesh Kumar Sanghi | - Managing Director |
| 2. | Rakesh Agarwal | - Chief Financial officer |
| 3. | Sarita Panchal | - Company Secretary |

The following changes have occurred in KMPs composition during the period under review till the date of the Board Meeting.

- CS Lekhpal Sahu (A48183) resigned from the position of the Company Secretary and Compliance Officer of the Company w.e.f 04.01.2022 the Board placed on record appreciation for the services and contribution made by him during his tenure.

- CS Sarita Panchal (A66898) has been appointed as Company Secretary and Compliance Officer of the Company w.e.f. 03.06.2022.

10. DIRECTORS:

In accordance with the provisions of Section 203 and 196 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 Mr. Ritesh Kumar Sanghi, Managing Director (DIN: 00629693), is eligible for re-appointment as Managing Director for another term of 5 years in the forthcoming Annual General Meeting.

Further, as per Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sanjay Kumar Sanghi, Director (DIN: 00629693), of the Company, retires by rotation at the forthcoming Annual General Meeting and is eligible to offers himself for re-appointment. The Board recommends his re-appointment.

Shri Ramprasad Vempati (DIN: 01903161), Shri Vikram Goel (DIN: 05104754), Shri. Sunil Garg (DIN: 08851283) was the Independent Directors during the Financial Year 2021-22 and all have given declarations that they continue to meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and regulations 16(1)(b) of the SEBI (Listing Obligation Disclosure Regulation) Regulations, 2015 ("Listing Regulations") and that they are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

All the above changes in the composition of the Board were made on the recommendation of the Nomination & Remuneration Committee.

11. DECLARATION ON INDEPENDENT DIRECTORS:

Pursuant to subsection (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations, all the Independent Directors of your Company have given a declaration that they have met the criteria of independence as required under the Act and the regulations.

12. NUMBER OF MEETINGS OF THE BOARD

Nine meetings of the Board were held during the year. For details of meetings of the Board, please refer to Report on Corporate Governance. The intervening gap between two Board Meetings is as per section 173 of the Companies Act, 2013.

13. BOARD EVALUATION:

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

The criteria for performance evaluation of the Board and its Committees amongst others include their structure and composition, processes, information and functioning, terms of reference of the Committees, etc. The criteria for performance evaluation of individual Directors including Executive and Independent Directors amongst others include their attendance and contribution

at the meetings, the devotion of time and efforts to understand the Company, its business, their duties and responsibilities, and adherence to the code of conduct, etc. The said policy is available on the website of the Company at www.udayjewellery.com. The Independent Directors met separately on 14th February 2022 without the presence of Non-Independent Directors to discuss the performance of the Non-Independent Directors and the Board as a whole.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

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

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

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

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

15. BOARD COMMITTEES:

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

16. AUDIT COMMITTEE:

The details pertaining to the composition of the audit committee are included in the Corporate Governance Report, which is a part of this report.

All the recommendations made by the Audit Committee were accepted by the Board of Directors of the Company.

17. MANAGEMENT DISCUSSION AND ANALYSIS (MD & A):

The report on Management Discussion and Analysis (MD & A Report) for the financial year under review, as stipulated under Regulation 34 of the Listing Regulations is presented in a separate section and forms part of the Annual Report in Annexure VIII.

18. CREDIT RATING OF BORROWING:

Your Company has taken Credit Rating from ICRA Credit Rating Agency for the Financial Year 2021-22 as follows:

| Instrument | Rated Amount | Rating Action |
|-------------------------------------|--------------|---------------------------------|
| Long-term - Fund Based/ Cash Credit | 15.00 Crore | [ICRA]BBB- (Stable); reaffirmed |
| Long term - Term Loan | 2.42 Crore | [ICRA]BBB- (Stable); reaffirmed |
| Long-term - Unallocated facilities | 0.58 Crore | [ICRA]BBB- (Stable); reaffirmed |

19. RISK MANAGEMENT:

The Management has put in place an adequate and effective system and manpower for the purposes of risk management. The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company proactively manages these risks through forward booking and inventory management. It has the best quality products and a vigorous marketing team that helps to mitigate risk relating to price fluctuation of finished goods.

20. INTERNAL CONTROL SYSTEMS:

Your Company has established and maintained a framework of internal financial controls and compliance systems. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal and statutory auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant Board committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and your Company is constantly endeavoring to improve the standards of internal control in various areas and taking steps to strengthen the internal control system to make it commensurate and effective with the nature of its business.

21. MANAGERIAL REMUNERATION

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

a. All pecuniary relationships or transactions, of the non-executive directors of the Company:

The Non-executive Directors do not have any pecuniary relationship or transactions with the Company.

b. Details of remuneration of each Director and CFO and Company Secretary in the Financial Year 2021-22 are as follows:

| Name | Designation | Remuneration (in Rs.) | | Increase in % |
|---------------------|-------------------------|-----------------------|-----------|---------------|
| | | 2021-22 | 2020-21 | |
| Ritesh Kumar Sanghi | Managing Director | - | - | - |
| Sanjay Kumar Sanghi | Director | - | - | - |
| Rakesh Agarwal | Chief Financial Officer | 6,67,597 | 5,15,000 | 29.63% |
| Sher Singh Verma | Company Secretary | - | 1,84,060* | - |
| Ms. Khwaish Kamlani | Company Secretary | - | 1,42,534* | - |
| Mr. Lekhpal Sahu | Company Secretary | 3,51,636* | - | - |

*For the part of the financial year

- c. Details of a fixed component and performance-linked incentives, along with the performance criteria: The Company does not have any performance-linked incentives for the Directors and CFO the appointments are made for a fixed period of time on the terms and conditions in the respective resolution passed by the Board/Members in the Meeting.
- d. Number of permanent employees on the rolls of the Company as on 31st March 2022 are 47.
- e. Stock option details: Nil

22. PARTICULARS OF EMPLOYEES:

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

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

23. HUMAN RESOURCES:

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

24. INSIDER TRADING REGULATIONS:

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Code of Conduct for the prohibition of insider trading, as approved and adopted by the Directors and Designated Employees of the Company. The

Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price-sensitive information and during the period of Trading Window Closure. The Board is responsible for the implementation of the Code. All Board of Directors and designated employees have confirmed compliance with the Code. The Board has appointed CS Sarita Panchal, Compliance officer under the code after the resignation of CS Lekhpal Sahu.

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

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

26. STATUTORY AUDITORS:

The Auditors, M/s Anant Rao & Malik, Chartered Accountants, Hyderabad, (Firm Regn No.- 006266S) appointed in the Annual General Meeting held on 29th September 2021 to hold office until the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2026. They have audited the financial statements of the Company for the financial year under review. The observations of Statutory Auditors in their Report read with relevant Notes to Accounts are self-explanatory and therefore, do not require further explanation.

The Auditors' Report does not contain any qualification, reservation, adverse remark, or disclaimer of the Auditors that may call for any explanation from the Directors. The declaration for unmodified Auditor's Report in accordance with Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 as amended by SEBI vide notification no. SEBI/ LAD-NRO/GN/2016-17/001 dated 25.05.2016 has been submitted to the Stock Exchanges.

27. SECRETARIAL AUDITOR:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, CS Arpita Dhar, Practicing Company Secretary, Shillong (COP No.- 24137) has been appointed as Secretarial Auditor of the Company for the financial year 2021-22. The Secretarial Audit Report does not contain any qualifications, reservations, or adverse remarks. The report of the Secretarial Auditors in the prescribed Form MR-3 is enclosed as Annexure I to this report.

The report Annual Secretarial Compliance report for the FY 2021-22 as per Regulation 24A of Listing Regulations as amended, issued by Shri Ajay Suman Shrivastava, Practicing Company Secretary, Hyderabad (COP No. 3479), is enclosed as Annexure-II to this report.

28. COST RECORDS:

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

29. VIGIL MECHANISM:

The Whistle-blower Policy has been approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177 (9)&(10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations which provides for a vigil mechanism that

provides adequate safeguards against victimization of persons who use such mechanism and encourages its Directors and employees to report instances of illegal activities, unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. Further, the Whistle-blower Policy is available on the website of your company at www.udayjewellery.com.

30. EXTRACT OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 are available on the Company website at www.udayjewellery.com.

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

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

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

The Company has not given any loan or guarantee or security or made any investment during the financial year in terms of Section 186 of the Companies Act, 2013.

The Company has provided the unsecured loan to Trisa Retail Limited under Section 186 of the Companies Act, 2013 in yester years. As on the end of the period under review, the outstanding amount of such unsecured loan is Rs. 230.70 Lakhs. Further, the Company has not given any guarantee or provided any security in connection with any loan to any other body corporate in accordance with Section 186 of the Companies Act, 2013.

33. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or arrangement entered into by the Company with related parties are referred to in sub-section (1) of section 188 of the Companies Act, 2013 and SEBI (Listing Obligation Disclosure Regulation) Regulations, 2015 during the financial year ended March 31, 2022, is disclosed in Form No. AOC-2 as Annexure III to this report.

34. CORPORATE GOVERNANCE REPORT AND CERTIFICATE:

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

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

A. CONSERVATION OF ENERGY

In its endeavor toward the conservation of energy, your Company ensures optimal use of energy, avoids wastage, and conserves energy as far as possible.

B. TECHNOLOGY ABSORPTION

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

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year under review, the foreign exchange earnings of the Company is Rs.1249.57 Lacs only.

36. CORPORATE SOCIAL RESPONSIBILITY (CSR):

During the year under review, the Company has fallen continued third year under the criteria of Corporate Social Responsibility ("CSR") pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014,

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

For other details regarding the CSR Committee, please refer to the CSR Report. The Policy on CSR is available on the Company's website at www.udayjewellery.com

37. DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors would like to inform the members that the Audited Financial Statement for the financial year ended 31st March 2022 are in full conformity with the requirement of the Act and they believe that the financial statements reflect fairly the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations. These Financial Statements are audited by M/s Anant Rao & Malik, Chartered Accountants, and Statutory Auditors of the Company.

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

- a) In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed along with proper explanations relating to material departures;
- 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 at the end of the financial year on 31st March 2022 and of the Profit and Loss of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis.
- e) The directors in the case of the listed company have laid down internal financial controls to be followed by the company and such controls are adequate and are operating effectively.

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

38. LISTING:

Your Company's equity shares are listed and traded on BSE limited. The listing of shares of Calcutta Stock Exchange Limited (CSE) is no more relevant as the CSE has been derecognized by SEBI. The Company has duly complied with all the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the amendments therein.

39. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE:

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('POSH Act') and Rules made thereunder. The Company has constituted an Internal Complaints Committee headed by Smt. Pritha Sanghi, Director, for redressal of complaints on sexual harassment. During the year, the Company had not received any complaint on sexual harassment and no complaint was pending as on 31st March 2022.

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

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

41. ACKNOWLEDGMENT:

The Directors thank the Company's employees, customers, vendors, and investors for their continuous support. The Directors also wish to place on record their appreciation for the support from Banks, Stock Exchange & Other authorities for their able guidance and support.

Date: 18.08.2022

Place: Hyderabad

On behalf of Board of Directors

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

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

ANNEXURE INDEX

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| I | Secretarial Audit Report- Form MR-3 |
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Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2022

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

To,
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED
3-6-291/4/A, 1st Floor, Hyderguda,
Hyderabad – 500029, Telangana

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by UDAY JEWELLERY INDUSTRIES LIMITED (CIN: L74900TG1999PLC080813) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon. This Report is to be read with the letter of even date which is annexed to this as 'Annexure- 1' and forms an integral part of this report.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit remotely as permitted, I hereby report that in my opinion, the Company, during the audit period covering the financial year ended on 31st March, 2022, has complied with the statutory provisions listed hereunder, except specifically stated and also that the Company has proper Board processes and compliance-mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 Act and rules made thereunder;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; and
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015 as amended.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above. We further report that, the Company has generally complied with the provisions of:

- (i) The Securities Contracts (Regulations) Act, 1956 ('SCRA') and the rules made thereunder;
- (ii) 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;

- (iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2021; - Not applicable during the Audit period
- (iv) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- Not applicable during the Audit period
- (v) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021- Not applicable during the Audit period
- (vi) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;
- (vii) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- Not applicable during the Audit period
- (vii) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- Not applicable during the Audit period
- (viii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (ix) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. requiring compliance thereof by the Company during the Audit Period.

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

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

The Company has taken the following actions to comply with the observations made in previous reports:

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31.03.2021. | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|---|--|--|---|
| 1 | With respect to purchase/ sale of shares by Connected/ Designated persons as per Regl. 5 & 7 (2) of SEBI-PIT, prior permission not sought for one instance of creation of pledge on Promoter Group shares in December 2020. | Non-disclosure/ reporting as prescribed within the prescribed period. | Margin created was not utilized and immediately withdrawn without any usage. | Satisfactory compliance. |

I report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, the Company has complied with the following laws applicable specifically to the

vi. Labour laws as under:

- The Payment of Wages Act, 1936;
- The Minimum Wages Act, 1948;
- Factories Act, 1948
- Employees State Insurance Act, 1948
- Employee's Provident Funds and Miscellaneous Provisions Act, 1952
- Payment of Bonus Act, 1965 (reported inclusive in remuneration)
- Maternity Benefit Act, 1961
- Bureau of Indian Standard (BIS) (Hallmarking)
- Standard Weights & Measures Act
- The Workmen's Compensation Act, 1923

I further report that the Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors. There has been no change in the Composition of the Board of Directors during the period.

Adequate notice is given to all the directors to schedule the board meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the respective meetings of the Board or Committee thereof.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

I further report that, during the Audit Period, there are no such events occurred which had a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations and guidelines.

ARPITA DHAR
ACS No: A38304
C.P. No: 24137
UDIN: A038304D000800956

Place: Shillong
Date: 18.08.2022

Annexure- 1'

To,
The Members,
UDAY JEWELLERY INDUSTRIES LIMITED
3-6-291/4/A, 1st Floor, Hyderguda,
Hyderabad – 500029, Telangana

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the basic 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 a test basis to ensure those correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures and transparency, on a 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.

ARPITA DHAR
ACS No: A38304
C.P. No: 24137
UDIN: A038304D000800956

Place: Shillong
Date: 18.08.2022

ANNUAL SECRETARIAL COMPLIANCE REPORT OF UDAY JEWELLERY INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

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

To,
The Members

UDAY JEWELLERY INDUSTRIES LIMITED

3-6-291/4/A, 1st Floor, Hyderguda,
Hyderabad – 500029, Telangana

I Ajay Suman Shrivastava, Practicing Company Secretary have examined:

- a) all the documents and records made available to us and explanations provided by Uday Jewellery Industries Limited (**“the listed entity”**), (having BSE Scrip Code – 539518)
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31st March, 2022 (“Review Period”)** in respect of compliance with the provisions of:

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

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

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended in 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2013 (**Not applicable to the Company during the period under review**);
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the period under review**);
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the period under review**);

- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the period under review);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;
- j) other regulations and circulars/ guidelines issued thereunder; (as applicable)

and based on the above examination, I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

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

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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

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

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended 31.03.2021. | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|---|--|---|---|
| | NIL | NIL | NA | NIL |

Place: Hyderabad

Date: 23.05.2022

Sd/-
AJAY SUMAN SHRIVASTAVA
 FCS No.: 3489
 C.P. No.: 3479
 UDIN: F003489D000358239

FORM NO. AOC -2

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

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

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

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

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

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

| | | |
|----|---|--|
| | | vi. Ritesh Kumar Sanghi Managing Director vii. Sanjay Kumar Sanghi Director viii. Pritha Sanghi Director ix. Bhavan Sanghi Relative of Directors x. Uday Sanghi Relative of Directors xi. Tejas Sanghi Relative of Directors. |
| b) | Nature of contracts/ arrangements/transaction | i. Purchases and sales of manufactured products, job work services and payment of Rent ii. Purchase and sales of manufactured products. iii. Payment of Rent. iv. Job Work |
| c) | Duration of the contracts/ arrangements/transaction | i. Regular ii. Yearly |
| d) | Salient terms of the contracts or arrangements or transaction including the value, if any | During the year 2021-22 the total value of transactions with the related parties are as follows: I. Sanghi Jewellers Private Limited- i. Purchases: Rs. 15,72,20,938/- ii. Sales: Rs. 23,77,670/- iii. Payment of Rent: Rs. 3,00,000/- iv. Job work: 34,04,974/- II. Trisa Retail Limited i. Purchase: Rs. 24,22,350/- III. Narbada Gems and Jewellery Limited- i. Purchase: 1,26,02,332 IV. Hanumanthrai Sanghi Payment of Rent: NIL V. Sarala Sanghi Payment of Rent: NIL VI. Ritesh Kumar Sanghi Payment of Rent Rs. 6,60,000/- VII. Sanjay Kumar Sanghi Payment of Rent Rs. 6,60,000/- VIII. Pritha Sanghi Payment of Rent Rs. 6,60,000/- |

UDAY JEWELLERY INDUSTRIES LIMITED

| | | |
|----|---------------------------------|--|
| | | IX. Bhavna Sanghi Payment of Rent Rs. 6,60,000/- X. Uday Sanghi Payment of Rent Rs. 6,60,000/- XI. Tejas Sanghi Payment of Rent Rs. 6,60,000/- Total Payment of Rent- Rs. 39,60,000/- for Financial Year 2021-22 |
| e) | Date of approval by the Board | Approval of Board is duly taken as and when required. Transactions as per approval of shareholders |
| f) | Amount paid as advances, if any | -- |

Date: 18.08.2022**Place: Hyderabad****On behalf of Board of Directors**

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

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

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para-C sub clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)

To

The Members of Uday Jewellery Industries Limited

3-6-291/4/A, 1st Floor, Hyderguda,
Hyderabad, Telangana-500 029.

I have examined the relevant registers, records, forms returns, and disclosures received from the Director of Uday Jewellery Industries Limited, bearing CIN: L74900TG1999PLC080813 and BSE Code: 539518, having registered office at 3-6-291/4/A, 1st Floor, Hyderguda, Hyderabad, Telangana-500 029 (hereinafter referred as the Company), remotely produced before me, by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-Clause 10(i) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended.

In my opinion and to the best of my information and verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority

| S.No. | Name of Director | Designation | DIN | Date of Appointment/ Reappointment |
|-------|-------------------------|-------------------|----------|---------------------------------------|
| 1. | Mr. Ritesh Kumar Sanghi | Managing Director | 00628033 | 22.08.2011 / 29.08.2017 |
| 2. | Mr. Sanjay Kumar Sanghi | Director | 00629693 | 22.08.2011 / 28.09.2020 |
| 3. | Mr. Ramprasad Vempati | Director | 01903161 | 18.08.2011 / 28.09.2019 |
| 4. | Mrs. Pritha Sanghi | Director | 02681491 | 14.05.2014 / 29.09.2021 |
| 5. | Mr. Vikram Goel | Director | 05104754 | 28.03.2013 / 28.09.2019 |
| 6. | Mr. Sunil Garg | Director | 08851283 | 27.08.2020 / 28.09.2020 |

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

Place: Hyderabad

Date: 18.08.2022

AJAY SUMAN SHRIVASTAVA
Practicing Company Secretary
Membership No: 3489; PCS: 3479
UDIN: F003489D000797106

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This report covers the operations and financial performance of the Company for the year ended March 31, 2022. The Company operates in one segment which is Jewellery manufacturing. Your Board of Directors places herewith the Management Discussion and Analysis Report on the business of the Company as applicable to the extent relevant.

INDUSTRY OVERVIEW:

The Gems and Jewellery Industry is in the recovery stage after the Covid-19 pandemic. Robust policy support in advanced economies, availability of vaccines, and relaxation of pandemic restrictions helped economies back on track. In the Budget for FY 2022-23, the government has reduced the custom duty on colored gemstones from 7.5% to 5% and Based on its potential for growth, the Government of India has signed an FTA with the UAE which will further boost exports and is expected to reach the target of US\$ 52 billion. The Government of India is aiming at US\$ 70 billion in Jewellery export in the next three years (until 2025).

The overall gross exports of cut and polished diamonds for the period of April 2021 – March 2022 stood at US\$ 24.24 billion (Rs. 180618.06 crores), showing a growth of 48.8% in dollar terms (50.33% in rupee terms). The vision of the company is to be a leading manufacturing Company for the CZ with studded color stone jewellery in India to fulfill the demand from Generation and Generation who have higher disposable income and look for aesthetic value with investment grade buying of jewellery products.

It is expected that the positive impact of polarization on the organized sector is likely to be visible operationally within a couple of years that would go a long way in improving the margin and turnover for the industry in general and the Company.

India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The government has viewed this sector as a thrust area for export promotion.

GLOBAL PANDEMIC:

Due to escalated outbreak of Coronavirus (COVID – 19), the Gems and jewellery sector in the country have come to a standoff with virtually no pace in jewellery stores amid the fear of virus spread. Like many other industries, the jewelry industry underwent a catastrophic turn of events.

Moreover, the spending on jewelry, apparel, and accessories witnessed a decline during the initial stage, as consumers started stocking up on essentials and staple food items globally. prominent player closed nearly a third of its stores during the pandemic as its business was ground to a halt.

The production, export, and supply were aligned to encounter the desired goals. Conversely, the outspread of coronavirus took everyone by shock. The jewelry business dipped significantly. The high-value diamond pieces and the high-end chunky jewelry widely popular in the Middle East and far-east agonized a huge downfall.

The lockdown period instigated the feeling of uncertainty. The uncertain economic future caused an imbalance in the sale and export in the context of the gem and jewelry industry. During the Lockdown, our workers and artisans returned to their native places due to the global pandemic and it took considerable time to convince them to return back to work. Sales were adversely affected due to

overall public sentiments. Further due to ongoing Covid, majority of the travel for festivals and other religious purposes was impaired, marriages were postponed or became low-key affairs thereby, the light Jewellery purchases were at a lower ebb of the cycle.

MARKET SIZE:

The global estimated market size of the gems and jewellery sector is expected to reach over US\$480 billion by 2025 even though there can be times of slow growth post-pandemic. According to the Indian jewellery industry analysis, the market size of the Indian jewellery industry is expected to grow by US\$103.06 billion by 2023. In FY 2021-22, exports of gems & jewellery stood at US\$ 39.15 billion (Rs. 291771.48 crores). In March 2021, exports of gems & jewellery stood at US\$ 3393.29 million (Rs. 25872.83 crores), showing a decline of 0.46% in dollar terms (grew 4.33% in rupee term) as compared to US\$ 3409.07 million (Rs. 24798.33 crores) for the same period in FY 2020-21.

India's exports to global markets bounced back by 54%, demonstrating the agility of the Indian gem and jewellery pipeline in adjusting quickly to an uncertain business environment marked by temporary Covid lockdowns and unprecedented demand surges. With annual exports of US\$ 39.15 billion, the Indian gems and jewellery sector has maintained its promise of contributing a tenth of the country's overall \$400 billion export target.

SWOT ANALYSIS:**STRENGTHS:**

1. Adequate manufacturing facilities across the jewellery hub for strengthening design
2. Capable to venture into new markets and exploit various opportunities with the help of strong management team.
3. Customized service gives a unique identity to the company distinct from other players.
4. Use of synergy optimization at various functional verticals gives a huge advantage.
5. Advanced Technology strength to support business operations and expansion.
6. Company with Low Debt.
7. Strong cash generating ability from core business - Improving Cash Flow from operation for last 2 years.
8. Company able to generate Net Cash - Improving Net Cash Flow for last 2 years.
9. Book Value per share Improving for last 2 years.
10. Company with Zero Promoter Pledge.

WEAKNESSES:

1. Operating in a stiff competitive environment with uncertain profit margins.
2. Unpredicted Gold price movements and their impact on the margin of the products.
3. Low-margin products
4. Limited line of business is the bottleneck to exploiting untapped markets.
5. Frequent change in customer taste and preference for jewellery designs.

6. Mixture of the organized and unorganized sectors in Jewellery Industry affects profit margins drastically.

OPPORTUNITIES:

1. Growing preference for online platform
2. Rural development
3. Customer's preference in choosing hallmarked products over products made by un-organized manufacturers.
4. Concentrating in one sector makes the company mature in the industry and gain efficiency in operations.
5. Scaling of economy resultant out of Brand/ Advertisement & Publicity / Procurement of Gold, Product Mix, designs, etc.
6. The Government of India has also launched the Sovereign Gold Bond Scheme to reduce the country's reliance on physical gold imports to meet retail investors' investment demand for gold.

THREATS:

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

1. Acute shortage of skilled labour increases the production cost significantly.
2. Macro-economic factors such as Rupee fluctuations, enactment of new laws such as GST, KYC norms and quality consciousness amongst export markets.
3. Increasing duties and cess following GST implementation.
4. Adapting to fast-changing consumer preferences and buying patterns.
5. Volatility in the market prices of gold and diamonds.
6. The jewellery industry is a working capital-intensive business and currently there are Increasing restrictions by banks over lending in this sector.
7. Recession affects the industry growth in general.
8. Unpredictable Covid situation may lead to unavailability of Artisans/ workers.
9. Increasing Trend in Non-Core Income

OUTLOOK:

In the coming years, there will be a spurt in demand for Indian jewellery in the global market and the growth in the gems & Jewellery sector would be largely contributed by the development of large Manufacturers/brands due to the ongoing structural changes together with strong macro-demographic trends. Regulatory changes introduced by the Government of India over the last few years are likely to rise the preference for branded jewellery and shift the scales in favor of the organized sector at the cost of the unorganized sector. The demand for jewellery is expected to remain robust, given India's demographics and the consumer's affinity towards gold for both wedding-related purchases and as store of value. Overall, India is expected to play a more important role in the global gems & jewellery

sector, with significant investment seen in the manufacturing units by the domestic players, foreign players, and private equity investors.

The changes expected in the product-mix portfolio of the Company auger well in the long run to improve the profits. It is expected that the positive impact of polarization on the organized sector is likely to be visible operationally within a couple of years that would go a long way in improving the margin and turnover for the industry in general and the Company.

Plans to Modify/ Enhance the product Offering: The Management is focusing to bring state of the art design portfolio to buyers and enhancing the product offering to the customers, hence new product innovation is one of the integral plans of the company.

Strategizing the Marketing & Business Development:

- a. **Customer Acquisition Policy:** Customer acquisition is important for businesses of any age and size. The goal of this process is to create a systematic, sustainable customer who can sell the Company's products in the long term.
- b. The credit policies are kept dynamic based on client profiles to allow credit to the parties which vary from 45- 60 days depending on the retention margin on the products. So, before adding a new customer, due diligence is done to understand, the credit worthiness of the client.
- c. **Business Development Policy:** A Business Development Policy is being evolved to cater to ever-changing market preferences, but with a focus on growth and how to achieve it. It's a long-term plan that outlines strategies for steady and sustainable business growth over the coming years. Its scope covers both the marketing and sales functions, as they are interlinked in the Jewellery Industry.

The Company's marketing team at present is catering to the following category of buyer group:

1. National Chains – Retail Chains having National level presence
2. Local Chains – Retail Chains having regional/local level presence
3. Family Jewellers – Well-known Family jewellers having 1 or 2 stores.
4. Distributors and
5. Exports

The Company is developing new collections to cover a large area of the market on a worldwide basis and to target selected and renowned jewellers in each city which has big stores with a colossal capacity of displaying a variety of products to escalate the network and for the same Company is looking forward to signing Memorandum of Understanding with at least one Distributor in Second half of the Financial Year 2021-22.

The various initiatives the Company took in formulating strategies and implementing them in all spheres of business activities will result in sustainable revenue and profit growth over time.

In order to meet the rising need for long-term financial resources due to an increase in almost all raw material prices and in order to scale up the operations, the Company requires long-term working capital funds for business. In this regard, the Company could be looking at raising long-term funds in near future.

GOVERNMENT INITIATIVES:

- A. The government has reduced the customs duty on colored gemstones from 7.5% to 5%.
- B. India has signed an FTA with the UAE which will further boost exports and is expected to reach the target of US\$ 52 billion.
- C. The Government has permitted 100% FDI in the sector under the automatic route, wherein the foreign investor or the Indian company does not require any prior approval from the Reserve Bank or the Government of India. The Government has made hallmarking mandatory for gold jewellery and artefacts and a period of one year is provided for its implementation.
- D. India has 10 special economic zones (SEZ) for gems & jewellery. These zones have more than 500 manufacturing units, which contribute 30% to the country's total exports.
- E. Gold Monetization Scheme enables individuals, trusts, and mutual funds to deposit gold with banks and earn interest on the same in return.
- F. The Gem & Jewellery Export Promotion Council Organized India's biggest and second-biggest trade shows, IJJS Premiere, and IJJS Signature for the promotion of export and trade.

RISKS AND CONCERNS:

As the Company is dealing in very high-value goods/items, it is always exposed to operational risks. The Company, therefore, always ensures that its entire inventory, from raw materials to finished goods is insured at all times, at the manufacturing facilities. The Company has cash pick-up arrangements with leading banks, with transit insurance. All of its manufacturing units have strong Security systems for 24/7 safe custody of the inventory. In addition, all the manufacturing units have 24 hours CCTV vigilance and armed guards.

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an adequate system of internal controls, commensurate with the size and nature of its business, to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposal and to ensure all transactions are authorized, recorded, and reported correctly. The Company is maintaining function-wise Standard Operating Procedures (SOP). It has in place internal controls covering all fields across all financial and operating functions. The Independent audit firms appointed by the company conduct periodical audits to ensure the adequacy of internal control systems, adherence to management policies and compliance with the applicable laws and regulations.

The key findings of their audit along with implementation plan of their recommendations are discussed with the senior management and also the Audit Committee. The Audit Committee of the Board reviews the adequacy and effectiveness of the internal control systems and suggests improvements for strengthening them.

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

The following key control measures are also in place to monitor and control the effectiveness of the internal control system:

1. **Safeguard assets under risk management:** insurance coverage on inventory is periodically reviewed by the Management for sufficiency, and to ensure compliance with the terms and conditions of the insurance policies. To safeguard building assets, security services are undertaken on every floor and are supervised on daily basis;
2. **Quality control:** Company has the professional equipment to assure the quality fulfills good standard and the hallmarking system is there to ensure the jewellery is not adding more other metals and a lesser amount of gold;
3. **Cash flow management:** Daily available fund report is reviewed to monitor the cash flows against budgets/forecast;
4. **Financial reporting management:** Monthly updates on internal financial statements are provided to the Board which give a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail and ensure the Board can review monthly financial results of operations against budgets/forecast;
5. The policies and practices on compliance with legal and regulatory requirements shall be reviewed and monitored by the Board Committee;

FINANCIAL PERFORMANCE:

During the year under review, your Company has achieved a turnover of Rs 12,249.73 Lakhs against Rs. 9,441.82 Lakhs during the previous year registering a growth of 29.73% over the previous year. The Company reported a Net Profit after Tax of Rs. 571.36 Lakhs as against Rs. 580.15 Lakhs earned during previous year registering a decline in growth over 1.53%.

OTHER FINANCIAL SYNOPSIS OF THE COMPANY:

Share Capital:

The Share Capital of your Company is Rs. 26,00,00,000/- divided into 2,60,00,000 Equity shares of Rs. 10/- each as on 31st March 2022.

During the year under review, the Company has allotted NIL Equity shares. The issued, subscribed, paid-up equity share capital of the Company is Rs. 22,02,19,000/- divided into 2,20,21,900 Equity shares of Rs. 10/- each as on 31st March 2022. Share Forfeited account amounts to Rs. 79.07 Lakhs as on 31st March 2022.

Secured Loans:

The Company has an outstanding Secured Loan of Rs. 2728.25 Lakhs as on the financial year ended 31st March 2022

Fixed Assets:

Fixed Assets (Net Block) is Rs. 77.27 Lakhs during the financial year ended 31st March 2022.

HUMAN RESOURCES & INDUSTRIAL RELATIONS:

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

The Company considers its human resources as amongst its most valuable assets and continues to place emphasis on its development. It has been the Company's constant endeavor to impart requisite training and thereby develop and hone the skills and talent of its personnel and enable them to realize their potential.

The Company has taken pragmatic steps to strengthen organizational competency through involvement and development of employees as well as installing effective systems for improving productivity, equality and accountability at functional levels.

With the changing and turbulent business scenario, the Company's basic focus is to upgrade the skill and knowledge level of the existing human assets to the required level by providing appropriate leadership at all levels motivating them to face the hard facts of business, inculcating the attitude for speed of action and taking responsibilities.

In order to keep the employee's skills, knowledge and business facilities updated, ongoing in-house and external training is provided to the employees at all levels. The effort to rationalize and streamline the workforce is a continuous process. The industrial relations scenario remained harmonious throughout the year.

The human rights manual and procedures therein apply to all our manufacturing operations. We are committed to identifying, preventing, and mitigating adverse human rights impacts resulting from or caused by our business activities before they occur.

CAUTIONARY STATEMENT:

The Statement made in Management Discussion and Analysis report which seeks to describe the objectives, projections, estimates, and predictions may be considered to be forward-looking statements and are stated as required by applicable laws and regulations. Actual results could differ from those expressed or implied and are determined by many factors including global and domestic demand-supply conditions, process, raw materials availability, tax laws, governmental policies, and other statutes which may affect actual results which may be different from what the Directors envisaged in terms of future performance and outlook

REPORT ON CORPORATE GOVERNANCE- 2021-22

This report is prepared in accordance with provisions of the Schedule V- Part C Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and the report contain the details of Corporate Governance systems and processes at Uday Jewellery Industries Limited ('the Company').

Corporate governance is the set of processes, customs, policies, laws, and institutions affecting the way a company is directed, administered, or controlled. It is the system of structuring, operating, and controlling with a view to achieving long-term strategic goals to satisfy shareholders, creditors, employees, customers, and suppliers.

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

A. PHILOSOPHY

The Company believes that timely disclosures, transparent accounting policies, and a strong and independent Board go a long way in maintaining good corporate governance, preserving shareholders' trust, and maximizing long-term corporate value. The Company's philosophy on Corporate Governance focuses on the attainment of the highest standards of transparency, accountability, ethics and equity with management flexibility, empowerment and responsiveness in the interest of shareholders, customers, employees, business associates and society at large.

The Company's corporate governance framework is based on the following main principles:

1. Appropriate composition and size of the Board;
2. Timely flow of information to the members of the Board and Board Committees;
3. Well-developed systems and processes for risk management and financial reporting;
4. Timely and accurate disclosure of all material operational and financial information.

B. BOARD OF DIRECTORS

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

1. Composition:

The Composition of the Board of Directors of the Company is in compliance with the Companies Act, 2013 read with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company has an optimum combination of Executive, Non-Executive, Women, and Independent Directors. The Board of Directors of your Company comprises Six Directors as on 31st March 2022.

UDAY JEWELLERY INDUSTRIES LIMITED

The composition of the Board and category of each Director along with their shareholding in the Company as on 31st March 2022, is as follows:

| Name | Designation | Date of Appointment at current designation | Category | No. of Equity shares held in the Company |
|-------------------------|-------------------|--|-----------------------------|--|
| Mr. Ritesh Kumar Sanghi | Managing Director | 29.08.2017 | Promoter-Executive | 46,44,560 |
| Mr. Sanjay Kumar Sanghi | Director | 28.09.2020 | Promoter-Non-Executive | 44,98,800 |
| Ms. Pritha Sanghi | Director | 29.09.2021 | Promoter- Non-Executive | 20,45,300 |
| Mr. Ram Prasad Vempati | Director | 28.09.2019 | Independent – Non-Executive | -- |
| Mr. Vikram Goel | Director | 28.09.2019 | Independent –Non-Executive | -- |
| Mr. Sunil Garg | Director | 28.09.2020 | Independent –Non-Executive | -- |

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

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

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

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

| Name of Director | No. of Directorships | Member/Chairperson of Committee* | |
|-------------------------|----------------------|----------------------------------|-------------|
| | | Member | Chairperson |
| Mr. Ritesh Kumar Sanghi | 5 | - | - |
| Mr. Sanjay Kumar Sanghi | 4 | - | - |
| Mrs. Pritha Sanghi | 2 | - | - |
| Mr. Ram Prasad Vempati | 2 | 2 | 1 |
| Mr. Vikram Goel | 2 | - | - |
| Mr. Sunil Garg | 1 | 2 | - |

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

3. Board Meetings:

In accordance with Section 173(1) of the Companies Act, 2013 read with Regulation 17(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors meets

at least four times a year, with a maximum time gap not exceeding one hundred and twenty days between any two meetings.

During the Financial Year 2021-22, Nine Board Meetings were held on 03rd May 2021, 29th June 2021, 13th August 2021, 20th August 2021, 27th August 2021, 08th October 2021, 12th November 2021, 29th December 2021, and 14th February 2022. The attendance of each director at the Board Meetings and last Annual General Meeting is as follows:

| Sl. No. | Name of Director | Board Meeting | | AGM held on 29th September, 2021 |
|---------|-------------------------|---------------|----------|----------------------------------|
| | | Held | Attended | |
| 01 | Mr. Ritesh Kumar Sanghi | 9 | 8 | Present |
| 02 | Mr. Sanjay Kumar Sanghi | 9 | 9 | Present |
| 03 | Mrs. Pritha Sanghi | 9 | 9 | Not attended |
| 04 | Mr. Ram Prasad Vempati | 9 | 9 | Present |
| 05 | Mr. Vikram Goel | 9 | 9 | Present |
| 06. | Mr. Sunil Garg | 9 | 9 | Not attended |

4. Independent Directors

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

The Independent Directors met on 14th February 2022 in accordance with Regulation 25(3) of the Listing Regulations and discussed the

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

The familiarization program for the new and continuing Independent Directors of the Company ensures that they understand the Company's business in-depth and that would facilitate their active participation in managing the Company. The details of the familiarization program are available on the Company's website at www.udayjewellery.com.

C. COMMITTEES OF THE BOARD:

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

1. Audit Committee

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

During the Financial Year 2021-22, the Committee met Five times on 03rd May 2021, 29th June 2021, 13th August 2021, 12th November 2021, and 14th February 2022 in accordance with Regulation 18(2) of Listing Regulations. The composition of the Audit Committee and details of meetings attended by its members are as under:

| S No. | Name of the Director | Category | Number of meetings during the FY 2021-22 | |
|-------|------------------------------------|----------------------------|--|----------|
| | | | Held | Attended |
| 1. | Mr. Ramprasad Vempati - (Chairman) | Independent, Non-Executive | 5 | 5 |
| 2. | Mr. Vikram Goel | Independent, Non-Executive | 5 | 5 |
| 3. | Mr. Sunil Garg | Independent, Non-Executive | 5 | 5 |

2. Nomination and Remuneration Committee

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

During the Financial Year 2021-22 the Committee met one time on 03rd May 2021, in accordance with Regulation 19 of SEBI Listing Regulations. The composition of the Nomination and Remuneration Committee and details of meetings attended by its members are as under:

| S No. | Name of the Director | Category | Number of meetings during the FY 2021-22 | |
|-------|---------------------------|----------------------------|--|----------|
| | | | Held | Attended |
| 1. | Mr. Ramprasad Vempati | Independent, Non-Executive | 1 | 1 |
| 2. | Mr. Vikram Goel | Independent, Non-Executive | 1 | 1 |
| 3. | Mr. Sunil Garg (Chairman) | Independent, Non-Executive | 1 | 1 |

3. Stakeholders' Relationship Committee

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

During the Financial Year 2021-22, the Committee met two times on 02nd August 2022 and 14th February 2022 in accordance with Regulation 19 of SEBI Listing Regulations. The composition of the committee and details of meetings attended by its members are as under;

| S No. | Name of the Director | Category | Number of meetings during the FY 2021-22 | |
|-------|----------------------------|----------------------------|--|----------|
| | | | Held | Attended |
| 1. | Mr. Vikram Goel (Chairman) | Independent, Non-Executive | 2 | 2 |
| 2. | Mr. Ramprasad Vempati | Independent, Non-Executive | 2 | 2 |
| 3. | Mr. Sunil Garg | Independent, Non-Executive | 2 | 2 |

D. ANNUAL GENERAL MEETINGS:

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

| Financial Year | Venue | Date / Time |
|----------------|---|-----------------------------------|
| 2018-19 | Hotel Royalton, 5-9-208, Chappel Road, Abids, Hyderabad- 500001 | 27th September 2019 at 12:30 P.M. |
| 2019-20 | Through Video Conference (VC)/ Other Audio-Visual Means (OAVM). | 11th December 2020 at 01:30 P.M. |
| 2020-21 | Through Video Conference (VC)/ Other Audio-Visual Means (OAVM). | 29th September 2021 at 01:00 P.M. |

E. MEANS OF COMMUNICATION:

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

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

F. GENERAL SHAREHOLDER INFORMATION:

1. Annual General Meeting for the Financial Year 2021-22

| | |
|-----------------------|--|
| Date | 26th September 2022 |
| Time | 04:30 P.M. |
| Venue | Through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM) |
| Book Closure Date | 19th September 2022 to 26th September 2022 |
| Dividend Payment date | No dividend has been recommended |

2. Financial Year:-

The Company follows April-March as the Financial Year. The Board meeting calendar of the Financial Year, 2022-23 for approval of quarterly financial results is as follows:

| | |
|---|--------------------------------|
| Results for the quarter ending June 30 2022 | : Second week of August 2022 |
| Results for the quarter ending September 30 2022 | : Second week of November 2022 |
| Results for the quarter ending December 31 2022 | : Second week of February 2023 |
| Results for the quarter and year ending March 31 2023 | : Last week of May 2023 |

3. Listing Details

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

The Annual Listing fee for the Financial Year 2021-22 has been duly paid to BSE Ltd.

4. Market Price Data

The Equity Shares of the Company are listed at BSE Limited. The market price data of the shares of the Company traded during each month for the financial year ended 31st March 2022 at Bombay Stock Exchange (BSE Limited) is as under:

| Month | High (Price in Rs.) | Low (Price in Rs.) | Volume |
|--------------|----------------------------|---------------------------|---------------|
| April, 2021 | 128.75 | 102.60 | 14,144 |
| May, 2021 | 115.00 | 96.25 | 7,558 |
| June, 2021 | 139.00 | 102.05 | 1,71,011 |
| July, 2021 | 168.80 | 104.00 | 4,16,132 |

| | | | |
|-----------------|--------|--------|----------|
| August, 2021 | 147.00 | 107.10 | 34,256 |
| September, 2021 | 119.00 | 106.50 | 28,213 |
| October, 2021 | 125.00 | 105.10 | 1,17,235 |
| November, 2021 | 118.40 | 98.30 | 1,30,228 |
| December, 2021 | 107.95 | 93.10 | 31,903 |
| January, 2022 | 113.90 | 86.15 | 1,38,015 |
| February, 2022 | 109.95 | 80.95 | 66,854 |
| March, 2022 | 102.95 | 87.50 | 64,431 |

5. Market performance of the Company during the Financial Year 2021-22



6. Registrar and Share Transfer Agent

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

Bigshare Services Private Limited
 306, Right Wing, 3rdFloor Amrutha Ville,
 Opp. Yashoda Hospital, Somajiguda
 Rajbhavan Road, Hyderabad – 500082

Ph:-040- 40144967/582
 Fax:-040-23370295
 Email:-bsshyd@bigshareonline.com
 Website:-www.bigshareonline.com

7. Share Transfer System

The share transfers which are received in physical form are processed by the Registrar and Transfer Agents and the share certificates are returned after affecting the transfer, subject to the documents being valid and complete in all respects but during the FY 2021-22 no request for physical transfer received the Registrar and Transfer Agents.

8. Distribution of Shareholding as at 31st March, 2022

| Category (No. of shares) | Number of holders | % of total holders | Number of shares | % of total shares |
|--------------------------------------|------------------------------|-------------------------------|-----------------------------|------------------------------|
| Upto 5000 | 2843 | 89.88 | 1187900 | 0.53 |
| 5001- 10000 | 151 | 4.77 | 1339340 | 0.60 |
| 10001- 20000 | 46 | 1.45 | 743490 | 0.33 |
| 20001- 30000 | 19 | 0.60 | 484040 | 0.21 |
| 30001- 40000 | 4 | 0.12 | 141560 | 0.06 |
| 40001-50000 | 15 | 0.47 | 686060 | 0.31 |
| 50001- 100000 | 18 | 0.56 | 1390160 | 0.63 |
| 100001 and above | 67 | 2.11 | 214246450 | 97.28 |
| Total | 3163 | 100 | 220219000 | 100.00 |

9. Dematerialization of Shares and Liquidity:

The Company's shares are available for trading in both "National Securities Depository Limited" and "Central Depository Services (India) Limited". As on 31st March 2022, 99.17% of the total issued Equity Shares representing 2,20,21,900 Equity shares are held in dematerialized form. The processing activities with respect to the requests received for dematerialization are generally completed within 21 days from the date of receipt of the request.

10. Outstanding Global depository receipts or American depository receipts or warrants or convertible instruments: - NIL

11. Address for correspondence

Registered Office: 3-6-291/4/A, 1st Floor, Hyderguda, Hyderabad- 500029.

Email:- info@udayjewellery.com.

G. OTHER DISCLOSURES

1. Disclosure of materially significant related party transactions

During the Financial Year 2021-22, there was no materially significant related party transaction that may have potential conflict with the interest of the Company at large. All Related Party Transactions entered during the year were in the ordinary course of the business and on Arm's Length basis. In accordance with the provisions of the Companies Act, 2013 and Listing Regulations, your Company has formulated a Policy on Related Party Transactions which is also available on the Company's website at www.udayjewellery.com. The said policy defines the materiality of related party transactions and lays down the procedures for dealing with Related Party Transactions.

All Related Party Transactions are placed before the Board of Directors and the Audit Committee for review and approval. Prior omnibus approval is obtained for Related Party Transactions for

transactions which are of repetitive nature and/or entered in the ordinary course of business and are at Arm's Length.

2. Details of non-compliance by the Company

There are no instances of any action by any Statutory authority on any matter related to the capital market, during the last year. There were NIL non-compliance by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other Regulators.

3. Establishment of vigil mechanism and whistle-blower policy

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

4. Details of compliance with Mandatory requirements

During the financial year 2021-22, the Company has complied with all mandatory requirements as specified under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and provisions of the Companies Act, 2013.

5. Affirmation and Disclosure

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31st March 2022 and a declaration to that effect, signed by the Managing Director is attached and forms part of this Report.

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

DECLARATION REGARDING CODE OF CONDUCT:

To the Shareholders,

I hereby declare that in terms of Regulation 26(3) of the SEBI Listing Regulations, all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company as on 31st March 2022.

Date: 18.08.2022

Place: Hyderabad.

**Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033**

**Certificate on Compliance with the Provisions of
Corporate Governance requirements under SEBI (Listing Obligations
and Disclosure Requirements) Regulations, 2015 as amended.**

To
The Board of Directors,
Uday Jewellery Industries Limited,
3-6-291/4/A, 1st Floor, Hyderguda,
Hyderabad- 500 029.

I have examined the records of Uday Jewellery Industries Limited, Hyderabad for the purpose of certifying compliance with the conditions of Corporate Governance as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraph C, D, and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, with BSE Limited for the financial year ended 31st March 2022 as made available physically and remotely. I have obtained the required information which is to the best of my knowledge and belief were necessary for the purpose of certification

Compliance with the conditions of Corporate Governance is the responsibility of the management. My examination has been in the manner prescribed in the Guidance Note on Certification of Corporate Governance issued by the Institute of Company Secretaries of India and has been limited to a review of the procedures and implementation thereof adopted by the Company. It is not an assurance of the efficacy or effectiveness with which the management has conducted the affairs of the Company nor an audit or expression of opinion on the financial statements of the Company.

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

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

Place: Hyderabad
Date: 18.08.2022

AJAY SUMAN SHRIVASTAVA
Practicing Company Secretary
Membership No: 3489; PCS: 3479
UDIN: F003489D000797084

COMPLIANCE CERTIFICATE

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

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

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

- A. We have reviewed the financial statements and the cash flow statement for the financial year ended 31st March 2022 and to the best of our knowledge and belief:
- i) these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We jointly accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors namely M/s Anant Rao & Malik, Chartered Accountants, Hyderabad and the Audit committee deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps that have been taken or proposed to be taken to rectify these deficiencies.
- D. We have indicated, to the Auditors and Audit Committee:
- i) Significant changes, in the internal control over financial reporting during the year; if any;
 - ii) Significant changes, in the accounting policies made during the year and that the same have been disclosed in the notes to the financial statements if any; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 18.08.2022
Place: Hyderabad

Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033

Sd/-
Rakesh Agarwal
Chief Financial Officer

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the company's CSR Policy:

The policy on **Corporate Social Responsibility (CSR)** is adopted by the Company to align its philosophy to initiate measures and pursue socially useful projects and programs with the objectives and CSR activities as recommended by the Corporate Social Responsibility Committee from time to time in accordance with Section 135 read with Schedule VII to the Companies Act, 2013 ("The Act").

2. The composition of the CSR Committee:

| Sl No. | Name | Designation | No. of meetings of CSR Committee held during the year | No. of meetings of CSR Committee attended during the year |
|--------|---------------------------|---------------------------|---|---|
| 1. | Shri. Ritesh Kumar Sanghi | Chairman of the Committee | 1 | 1 |
| 2. | Smt. Pritha Sanghi | Director | 1 | 1 |
| 3. | Shri. Ramprasad Sanghi | Independent Director | 1 | 1 |

3. Average net profit of the Company as per Section 135(5) of the Act: Rs. 7,08,68,608/-
4. Two percent of the average net profit of the Company as per Section 135(5) of the Act: Rs. 14,17,372/-
5. Surplus arising out of the CSR projects or programs or activities of the previous financial years: NIL
6. Amount required to be set off for the financial year, if any: NIL
7. Total CSR obligation for the financial year (4+5-6): Rs. 14,17,372/-
8. Details of CSR spent during the financial year:
9.
 - a) Total amount spent for the financial year: Rs. 16,50,000/-
 - b) Amount unspent, if any: Nil
 - c) Manner in which the amount spent during the financial year is detailed below:

UDAY JEWELLERY INDUSTRIES LIMITED

| Sl. 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 (Rs. in Lakhs) | Amount spent on the projects or programs Sub-heads 1. Direct Expenditure on projects or programs 2. Overheads: (Rs. in lakhs) | Cumulative expenditure upto the reporting period (Rs. in Lakhs) | Amount spent Direct or through Implementing agency |
|---------|--|---|--|---|---|---|--|
| 01. | Setting up, maintaining and providing financial assistance in running schools and colleges, promoting education in physical training, handicrafts, fine arts and maintaining kala-kendras and other welfare centers. | Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects | Local Area-Hyderabad District, Telangana | 60,000 | -Direct Expenditure | 60,000 | Through implementing agency- "Vivekanand Educational Centre". |
| 02. | To providing food and clothes poor and orphaned child and Setting up homes, hostels and | Setting up old age homes, day care centers and such other facilities for senior citizens and measures for | Local Area-Telangana and Andhra Pradesh. | 1,54,000 | - Direct Expenditure | 1,54,000 | Through implementing agency- "Kamalakara Memorial Charitable Trust". |

UDAY JEWELLERY INDUSTRIES LIMITED

| | | | | | | | |
|-----|--|--|---|------------------|----------------------|------------------|---|
| | day care centers. | reducing inequalities faced by socially and economically backward groups. | | | | | |
| 03. | Mid-Day Meal Scheme run by the Akshaya Patra Foundation. | Eradicating hunger, poverty, and malnutrition | Pan India | 1,10,000 | - Direct Expenditure | 1,10,000 | Through implementing agency- 'The Akshaya Patra Foundation.' |
| 04. | Vanavasi Kalyan Parishad | setting up homes and hostels for women and orphans, setting up old age homes, daycare centres, and such other facilities | Local Area- Telangana and Andhra Pradesh. | 1,76,000 | - Direct Expenditure | 1,76,000 | Through implementing agency- Vanavasi Kalyan Parishad |
| 05. | Bhagvan Mahavir Trust provides health support to poor | Promoting health care including preventive health support to the poor. | Hyderabad | 8,50,000 | - Direct Expenditure | 8,50,000 | Through implementing agency- "Bhagvan Mahavir Trust" |
| 06 | Bhagvan Mahavir Jain Relief Foundation Trust provides health support to poor | Promoting health care including preventive health support to the poor. | Hyderabad | 3,00,000 | - Direct Expenditure | 3,00,000 | Through implementing agency- "Bhagvan Mahavir Jain Relief Foundation Trust" |
| | Total | | | 16,50,000 | | 16,50,000 | |

10. Excess amount for set-off, if any:

- a. Total CSR obligation for the financial year: Rs. 14,17,372/-
- b. Total amount spent for the financial year: Rs. 16,50,000/-
- c. Excess amount for set-off up to immediately succeeding three financial years: Rs. 232627.84/

11. In case the Company has failed to spend two percent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report: N.A.

12. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy is in compliance with CSR objectives and Policy of the company:

The CSR Committee hereby confirms that the implementation and monitoring of CSR Policy, are in compliance with the CSR objectives and Policy of the Company.

(Ritesh Kumar Sanghi)
MD and Chairman of the CSR

INDEPENDENT AUDITOR'S REPORT

To the Members

UDAY JEWELLERY INDUSTRIES LIMITED

Report on the Audit of the Standalone Ind AS Financial Statements

Opinion

We have audited the standalone Ind AS financial statements of UDAY JEWELLERY INDUSTRIES LIMITED ("the Company"), which comprises the balance sheet as at 31st March 2022, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

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, of the state of affairs of the Company as at March 31, 2022, its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

| Key Audit Matters | Auditor's response |
|---|---|
| <p>Revenue Recognition:</p> <p>The Company recognises revenue when the control of goods being sold is transferred to the customer. A substantial part of Company's revenue relates to jewelry which involves large number of sales contracts having varied contractual terms. This increases the risk of misstatement of the timing and amount of revenue recognised to achieve specific performance targets or expectations.</p> <p>The Company and its external stakeholders focus on revenue as a key performance indicator.</p> <p>In view of the above we have identified revenue recognition as a key audit matter.</p> <p>"Inventory"</p> <p>The Company's inventories primarily comprises jewellery of gold, diamonds, gemstones etc. ("inventory") We have considered existence of inventory to be a key focus area for our audit due to the high value and nature of inventory involved could lead to a significant risk of loss of inventory</p> | <p>In view of the significance of the matter, we applied the following audit procedures in this area, among others, to obtain sufficient appropriate audit evidence:</p> <ol style="list-style-type: none"> 1. Assessed the appropriateness of the accounting policy for revenue recognition as per relevant accounting standard. 2. We evaluated the design and implementation of key internal financial controls and their operating effectiveness with respect to revenue recognition transactions selected on a sample basis. These included general IT controls and key application controls over the IT systems which govern revenue recognition, including access controls, controls over program changes and interfaces between different systems. 3. We perused selected samples of key contracts with customers to understand terms and conditions particularly relating to acceptance of goods. 4. We performed substantive testing of retail sales by selecting samples of sales using statistical sampling and tested the underlying documentation including verification of invoices and collections thereon. 5. We tested, selected samples of sales transactions made immediately pre and post year end, agreed the period of revenue recognition to the underlying documents. 6. We scrutinised manual journals posted to revenue to identify unusual items. <p>Our principal audit procedures performed, among other procedures, included the following :</p> <ul style="list-style-type: none"> • Obtained an understanding of the management's process for safeguarding and physical verification of inventories including |

| Key Audit Matters | Auditor's response |
|--------------------------|--|
| | <p>the appropriateness of the Company's procedures for conducting, reconciling and recording physical verification of inventories.</p> <ul style="list-style-type: none"> • Evaluated the design and implementation of relevant controls and carried out the testing of operating effectiveness of controls over conducting, reconciling and recording physical verification of inventories. • Tested the operating effectiveness of controls around the IT systems for recording of inward and outward movements of inventory |

Other information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness

of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that :

1. 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;
2. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books ;
3. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
4. In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
5. On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
6. 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".

7. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. According to the information and explanations given to us and based on our examination of the records the Company, the Company has not paid any managerial remuneration to any director.
8. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- a. There are no pending litigations for the company that will impact the financial position of the company;
 - b. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - c. There were no amounts, required to be transferred to the Investor Education and Protection Fund by the Company.
 - d. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts :
 - (i) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries ;
 - (ii) No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (iii) Based on audit procedures which we considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (i) and (ii) contain any material mis-statement.
 - e. No dividend declared/paid during the year has been made/ provided by the Company, accordingly compliance of Section 123 of the Act, is not applicable.

**For ANANT RAO & MALLIK,
Chartered Accountants,
FRN: 006266S**

**V ANANT RAO
Partner
Membership No.022644
UDIN : 22022644AJLAGL1965**

**Place: Hyderabad
Date: 23.05.2022**

Annexure - A to the Auditors' Report

The Annexure A referred to in our Independent Auditor's Report to the members of the Company on the Standalone financial statements for the year ended 31 March 2022, we report that:

- i. (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, Capital work-in-progress and relevant details of right-of-use of assets.
- (B) The Company has maintained proper records showing full particulars of intangible Assets
- (b) The Company has a regular programme of physical verification of its Property, Plant and Equipment by which fixed assets are verified during the year. In accordance with this programme, Property, Plant and Equipment were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company does not held any immovable properties. Consequently, clauses 3(i)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us, there are no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. **In respect of Inventories :**
- (a) (A) The inventories have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable.
- (B) The coverage and procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (C) The Company has maintained proper records of the said stocks. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.

- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs.5 crores, in aggregate, at points of time during the year, from banks or financial institutions on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements, book debt statements and statements on ageing analysis of the debtors/other receivables filed by the Company with such banks or financial institutions are in agreement with the unaudited books of account of the Company of the respective quarters.
- iii. During the year, the Company has not granted any loans secured or unsecured to parties covered in the register maintained under section 189 of the Act. Hence, paragraph 3(iii) of the Order is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.
- v. The Company has not accepted any deposits, within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. In our opinion and according to the information and explanations given to us, the Company is not required to maintain Cost records under Central Government under sub-section (1) of the section 148 of the Act.
- vii. In respect of statutory dues :
- a) According to the information and explanations given to us and on the basis of examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and service tax, duty of customs, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
- According to the information and explanations given to us, no undisputed amounts are payable in respect of income tax, Goods and services tax, duty of customs, cess and other material statutory dues were in arrears as at 31 March 2022 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the dues of Sales tax, Service tax, Duty of Custom and Duty of Excise which have not been deposited on March 31, 2022 on account of any dispute, are as follows :

| Name of the statute | Nature of the Disputed statutory dues | Amount disputed (In Rs.) | Period | Forum where dispute is pending |
|----------------------------|--|---------------------------------|---------------|---------------------------------------|
| Income Tax Act, 1961 | Income Tax | 2,99,18,329 | AY 2017-18 | CIT (A), Hyderabad- 5 |

- viii. According to the information and explanations given to us and on the basis of examination of the records, there were no transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) According to the information and explanations given to us and on the basis of examination of the records, the company has not defaulted in the repayment of loans along with interest to the Banks.
- (b) The company has not been declared wilful defaulter by any bank or financial institution or other lender;
- (c) To the best of our knowledge and belief, in our opinion, term loans availed by the Company were, applied by the Company during the year for the purposes for which the loans were obtained.
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken funds from any entity or person on account of or to meet the obligations of its subsidiaries or Associates.
- (f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associates.
- x. (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (x) of the Order is not applicable.
- (b) During the year the Company has not made any preferential allotment or private placement of shares or convertible debentures (full or partly or optionally) and hence reporting under clause (x)(b) of Order is not applicable
- xi. (a) According to the information and explanations given to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information and explanations given to us, there were no whistle blower complaints received by the Company during the year and upto the date of this report.

- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards;
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
(b) We have considered the internal audit reports issued to the Company during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) According to the information and explanations given to us, The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a),(b) and (c) of the Order is not applicable
(b) According to the information and explanations given to us, The Company does not have any Core Investment Company as part of the group and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been resignation by the statutory auditor during the year. However, there were no issues, objections or concerns raised by the outgoing auditor.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund

specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable.

- (b) In respect of ongoing projects, the Company does not have any unspent Corporate Social Responsibility (CSR) amount as at the end of the financial year. Hence, reporting under clause 3(xx)(b) of the Order is not applicable.

- xxi. The company does not have any investment in any entity. Hence, Company is not required to prepare consolidated financial statements and reporting under clause 3(xxi) of the Order is not applicable.

**For ANANT RAO & MALLIK,
Chartered Accountants,
FRN: 006266S**

**V ANANT RAO
Partner
Membership No.022644
UDIN : 22022644AJLAGL1965**

**Place: Hyderabad
Date: 23.05.2022**

Annexure - B to the Auditors' Report**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of M/s. UDAY JEWELLERY INDUSTRIES LIMITED ("the Company") as of 31 March 2022 in conjunction with our audit of Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2022, 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 ANANT RAO & MALLIK,
Chartered Accountants,
FRN: 006266S**

**V ANANT RAO
Partner
Membership No.022644
UDIN : 22022644AJLAGL1965**

**Place: Hyderabad
Date: 23.05.2022**

UDAY JEWELLERY INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2022

(Rs. in lakhs)

| Particulars | Note No. | 31st March, 2022 | 31st March, 2021 |
|--|----------|------------------|------------------|
| A Assets | | | |
| 1 Non-Current assets | | | |
| (a) Property, Plant & Equipment | 1A | 77.27 | 74.64 |
| (b) Capital Work-in-progress | 1B | 60.45 | 2.25 |
| (c) Financial assets | | | |
| (i) Investments | 2 | - | - |
| (ii) Loans | 3 | 230.70 | 230.70 |
| (iii) Others | 4 | 45.30 | 45.34 |
| (c) Deferred tax Asset (net) | 5 | 6.52 | 3.33 |
| (d) Other non-current assets | 6 | - | - |
| Total Non-Current Assets | | 420.24 | 356.27 |
| 2 Current assets | | | |
| (a) Inventories | 7 | 4,569.14 | 2,773.10 |
| (b) Financial assets | | | |
| (i) Trade receivables | 8 | 3,424.86 | 2,909.57 |
| (ii) Cash & Cash Equivalents | 9 | 4.53 | 164.40 |
| (iii) Others | 10 | - | 36.06 |
| (c) Current tax assets (net) | 11 | 130.00 | 130.00 |
| (d) Other Current assets | 12 | 242.69 | 317.14 |
| Total Current Assets | | 8,371.22 | 6,330.27 |
| Total Assets | | 8,791.46 | 6,686.54 |
| B Equity & Liabilities | | | |
| 1 Equity | | | |
| (a) Equity share capital | 13 | 2,281.26 | 2,281.26 |
| (b) Other Equity | 13 | 3,571.11 | 2,999.75 |
| Total Equity | | 5,852.38 | 5,281.02 |
| 2 Liabilities | | | |
| Non Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 14 | 160.69 | 235.86 |
| (b) Deferred tax liabilities (net) | | | |
| (d) Other non-current liabilities | 15 | 5.71 | 4.94 |
| Total Non Current Liabilities | | 166.41 | 240.80 |
| Current liabilities | | | |
| (a) Financial liabilities | | | |
| (i) Borrowings | 16 | 2,567.56 | 1,064.20 |
| (ii) Trade payables | | | |
| (a) Total outstanding dues of micro and small enterprises | 17 | 12.43 | - |
| (b) Total outstanding dues of creditors other than micro and small enterprises | 17 | 107.80 | 49.63 |
| (b) Other current liabilities | 18 | 48.11 | 34.08 |
| (c) Provisions | | - | - |
| (c) Current tax liabilities (net) | 19 | 36.77 | 16.81 |
| Total Current Liabilities | | 2,772.68 | 1,164.72 |
| Total Equity and Liabilities | | 8,791.46 | 6,686.54 |

Our Report attached,
For Anant Rao & Mallik
CHARTERED ACCOUNTANTS,
FRN:006266S
Sd/-
(Y. Anant Rao)
Partner
Membership No.022644

For Uday Jewellery Industries Ltd.,

Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033

Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693

Hyderabad
Date: 23-05-2022

Sd/-
Rakesh Agarwal
Chief Financial Officer

UDAY JEWELLERY INDUSTRIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2022 *(Rs. in lakhs)*

| Particulars | Note No. | 31st March, 2022 | 31st March, 2021 |
|--|-----------|------------------|------------------|
| Revenue from operations | 20 | 12,153.53 | 9,333.50 |
| Other income | 21 | 96.20 | 108.33 |
| Total Revenue (I) | | 12,249.73 | 9,441.82 |
| Expenses: | | | |
| Cost of materials consumed | 22 | 12,868.47 | 9,072.79 |
| Changes in inventories | 23 | (1,796.04) | (669.72) |
| Employee benefits expense | 24 | 170.47 | 100.60 |
| Finance costs | 25 | 89.79 | 57.02 |
| Depreciation | 1 | 19.15 | 19.12 |
| Other expenses | 26 | 118.59 | 80.06 |
| Total Expenses (II) | | 11,470.43 | 8,659.87 |
| Profit before tax and exceptional items (I-II) | | 779.30 | 781.95 |
| Exceptional Items | | - | - |
| Profit before tax | | 779.30 | 781.95 |
| Tax expense: | | | |
| Current tax | | 207.30 | 203.82 |
| Income tax pertaining to earlier years | | 3.82 | 0.88 |
| Deferred tax | | (3.19) | (2.90) |
| Profit after tax | | 571.36 | 580.15 |
| Other Comprehensive income | | | |
| A (i) Items that will not be reclassified to profit or loss (net of tax) | | - | - |
| B (i) Items that will be reclassified to items that will be reclassified to profit or loss | | - | - |
| Total Comprehensive Income after tax | | 571.36 | 580.15 |
| Earnings per equity share: | 27 | | |
| Basic | | 2.59 | 2.63 |
| Diluted | | 2.59 | 2.63 |
| Accounting Policies | 28 | | |

Our Report attached,
For Anant Rao & Mallik
CHARTERED ACCOUNTANTS,
FRN:006266S
Sd/-
(Y. Anant Rao)
Partner
Membership No.022644

For Uday Jewellery Industries Ltd.,

Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033

Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693

Hyderabad
Date: 23-05-2022

Sd/-
Rakesh Agarwal
Chief Financial Officer

STATEMENT OF CHANGES IN EQUITY

A. EQUITY SHARE CAPITAL

(Rs. In Lakhs)

| Balance as on 01.04.2021 | Changes in Equity share capital due to prior period errors | Restated balance as at 01.04.2021 | Changes in Equity share capital due to prior period errors | Restated balance as at 31.03.2022 |
|--------------------------|--|-----------------------------------|--|-----------------------------------|
| 2,281.26 | - | 2,281.26 | - | 2,281.26 |

(Rs. In Lakhs)

| Balance as on 01.04.2020 | Changes in Equity share capital due to prior period errors | Restated balance as at 01.04.2022 | Changes in Equity share capital due to prior period errors | Restated balance as at 31.03.2021 |
|--------------------------|--|-----------------------------------|--|-----------------------------------|
| 2,281.26 | - | 2,281.26 | - | 2,281.26 |

B. OTHER EQUITY

(Rs. in lakhs)

| Particulars | Reserves and Surplus | | | Other Comprehensive income | Total |
|---------------------------------------|----------------------------|-----------------|-------------------|----------------------------|-----------------|
| | Securities Premium Reserve | Capital Reserve | Retained Earnings | | |
| Balance as at April 1, 2021 | 1,502.74 | 68.12 | 1,428.89 | - | 2,999.75 |
| Profit for the year | | - | 571.36 | - | 571.36 |
| Other comprehensive income/(losses) | - | - | - | - | - |
| Balance as at 31st March, 2022 | 1,502.74 | 68.12 | 2,000.25 | - | 3,571.11 |

(Rs. in lakhs)

| Particulars | Reserves and Surplus | | | Other Comprehensive income | Total |
|---------------------------------------|----------------------------|-----------------|-------------------|----------------------------|-----------------|
| | Securities Premium Reserve | Capital Reserve | Retained Earnings | | |
| Balance as at April 1, 2020 | 1,502.74 | 68.12 | 848.74 | - | 2,419.60 |
| Profit for the year | | - | 580.15 | - | 580.15 |
| Other comprehensive income/(losses) | - | - | - | - | - |
| Balance as at 31st March, 2021 | 1,502.74 | 68.12 | 848.74 | - | 2,419.60 |

UDAY JEWELLERY INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2022 *(Rs. in lakhs)*

| Particulars | 31st March, 2022 | 31st March, 2021 |
|---|------------------|------------------|
| A. Cash flows from Operating Activities | | |
| Net Profit before tax | 779.30 | 781.95 |
| Adjustments for: | | |
| Depreciation | 19.15 | 19.12 |
| Finance Cost | 89.79 | 57.02 |
| Loss on Sale of Fixed Assets | - | - |
| Dividend Income | - | - |
| Interest Income | (24.24) | (24.51) |
| Gain on Shares investment | - | - |
| Operating profit before working capital changes | 863.99 | 833.59 |
| Working capital changes: | | |
| (Increase) / Decrease in Inventories | (1796.04) | (669.72) |
| (Increase) / Decrease in Trade Receivables | (515.29) | 171.52 |
| (Increase) / Decrease in Other Current financial Assets | 36.06 | (22.41) |
| (Increase) / Decrease in Other Financial Assets | 0.04 | (23.63) |
| (Increase) / Decrease in Other Non current Assets | 0.00 | 5.67 |
| (Increase) / Decrease in Other Current Assets | 74.44 | (128.83) |
| Increase / (Decrease) in Trade Payables & Provisions | 70.61 | 7.51 |
| Increase / (Decrease) in Other Current Liabilities | 14.03 | 18.82 |
| Increase / (Decrease) in Other Non-Current Liabilities | 0.78 | 4.94 |
| Cash Generated from Operations | (1251.37) | 197.45 |
| Direct Taxes | (191.17) | (281.53) |
| Net Cash Flow from Operating Activities | (1442.54) | (84.08) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Sale of Fixed Assets | - | - |
| Purchase of Property, Plant & Equipment | (79.97) | (5.45) |
| Interest Income | 24.24 | 24.51 |
| Gain on Shares investment | - | - |
| Dividend Income | - | - |
| Net Cash used in investing Activities | (55.73) | 19.06 |
| C.Cash flows from Financing Activities | | |
| Finance Cost | (89.79) | (57.02) |
| Increase / (Decrease) in Borrowings | 1,428.19 | 278.58 |
| Issue of share warrents | - | - |
| Net Cash used in Financing Activities | 1,338.41 | 221.55 |
| Net increase/(decrease) in Cash and Cash Equivalents | (159.87) | 156.53 |
| Cash and Cash equivalents at the beginning of the year | 164.40 | 7.86 |
| Cash and Cash equivalents at the end of the year | 4.53 | 164.40 |

Notes:

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

Our Report attached,
For Anant Rao & Mallik
CHARTERED ACCOUNTANTS,
FRN:006266S
Sd/-
(Y. Anant Rao)
Partner
Membership No.022644

For Uday Jewellery Industries Ltd.,

Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033

Sd/-
Sanjay Kumar Sanghi
Director
DIN: 00629693

Hyderabad
Date: 23-05-2022

Sd/-
Rakesh Agarwal
Chief Financial Officer

NOTE 1A: Property, Plant & Equipment

| Asset | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|------------------------|---------------------|---------------------------------|---|---------------------|---------------------|-----------------|---|---------------------|---------------------|---------------------|
| | As at 01.04.2021 | Additions during the Year | Sales/ Adjustments during the Year | As at 31.03.2022 | As at 01.04.2021 | For the Year | Sales/ Adjustments during the Year | As at 31.03.2022 | As at 31.03.2022 | As at 31.03.2022 |
| | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. |
| Computer | 3.26 | 0.70 | - | 3.96 | 1.38 | 0.53 | - | 1.91 | 2.05 | |
| Furniture & Fixtures | 13.90 | 1.98 | - | 15.88 | 4.83 | 1.54 | - | 6.36 | 9.52 | |
| Office equipment | 13.47 | 3.15 | - | 16.62 | 10.53 | 1.80 | - | 12.33 | 4.29 | |
| Plant & Machinery | 12.93 | 15.95 | - | 28.88 | 3.50 | 1.20 | - | 4.70 | 24.17 | |
| Vehicles | 112.60 | - | - | 112.60 | 61.26 | 14.09 | - | 75.35 | 37.24 | |
| TOTAL ASSET | 156.15 | 21.77 | - | 177.93 | 81.51 | 19.15 | - | 100.66 | 77.27 | |
| (Previous year) | 152.96 | 3.20 | - | 156.15 | 62.39 | 19.12 | - | 81.51 | 74.64 | |

NOTE 1B: Capital Work-in-Progress**Ageing of CWIP as on 31.03.2022**

(Rs. in lakhs)

| | Amount in CWIP | | | | Total |
|--------------------------------|---------------------|--------------|--------------|----------------------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 58.20 | 2.25 | 0.00 | 0.00 | 60.45 |
| Projects temporarily suspended | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

Ageing of CWIP as on 31.03.2021

(Rs. in lakhs)

| | Amount in CWIP | | | | Total |
|--------------------------------|---------------------|--------------|--------------|----------------------|-------|
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| Projects in progress | 2.25 | 0.00 | 0.00 | 0.00 | 2.25 |
| Projects temporarily suspended | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

Note:2 Investments (Financial assets)

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--|------------------|------------------|
| Unsecured Considered good Investment In Shares | - | - |
| Total | - | - |

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

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--|------------------|------------------|
| Unsecured Considered good Loans Advanced | 230.70 | 250.00 |
| Total | 230.70 | 250.00 |

Note:4 Other Financial Assets

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--|------------------|------------------|
| Unsecured Considered good Deposits(others) | 43.05 | 43.09 |
| Others | 2.26 | 2.26 |
| Total | 45.30 | 45.34 |

Note:5 Deferred tax Asset (Net)

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--|------------------|------------------|
| Deferred tax liabilities Opening Balance | 3.33 | 0.43 |
| Less: During the year | 3.19 | 2.90 |
| Less: IND AS Adjustments | - | - |
| Total | 6.52 | 3.33 |

Note:6 Non current Assets

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--|------------------|------------------|
| Unsecured Considered good Others | - | - |
| Total | - | - |

Note:7 Inventories

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|------------------|------------------|------------------|
| Raw materials | - | - |
| Work-in-progress | 3,127.51 | 1,450.49 |
| Finished goods | 1,441.64 | 1,322.62 |
| Total | 4,569.14 | 2,773.10 |

Note:8 Trade Receivables (Financial assets)

Ageing of Trade receivables as on 31.03.2022

| Particulars | Outstanding for following periods from the date of transaction | | | | | Total |
|--|--|-------------------|-------------|-------------|-------------------|-----------------|
| | Less than 6 Months | 6 Months - 1 Year | 1-2 Years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 3422.38 | - | 0.63 | 1.86 | | 3,424.86 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables –considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| Total | 3422.38 | - | 0.63 | 1.86 | - | 3,424.86 |

Ageing of Trade receivables as on 31.03.2021

| Particulars | Outstanding for following periods from the date of transaction | | | | | Total |
|--|--|-------------------|-------------|-----------|-------------------|-----------------|
| | Less than 6 Months | 6 Months - 1 Year | 1-2 Years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables – considered good | 2,906.84 | 0.87 | 1.86 | - | - | 2,909.57 |
| (ii) Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (iii) Undisputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| (iv) Disputed Trade Receivables –considered good | - | - | - | - | - | - |
| (v) Disputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| (vi) Disputed Trade Receivables – credit impaired | - | - | - | - | - | - |
| Total | 2,906.84 | 0.87 | 1.86 | - | - | 2,909.57 |

Note:9 Cash & Bank Balances (Financial assets)

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|---|------------------|------------------|
| Cash & Cash equivalents: | | |
| Cash on hand | 3.27 | 3.47 |
| Balances with banks in current accounts | 1.25 | 160.93 |
| Total | 4.53 | 164.40 |

Note:10 Other Financial Assets

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|---------------------|------------------|------------------|
| Interest receivable | -- | 36.06 |
| Total | -- | 36.06 |

Note:11 Current tax Asset (net)

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|-----------------------|------------------|------------------|
| Income tax Refundable | 130.00 | 130.00 |
| Total | 130.00 | 130.00 |

Note:12 Other Current assets

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|-----------------------------------|------------------|------------------|
| GST Receivable | 51.64 | 19.49 |
| Advance to Suppliers | 136.33 | 294.91 |
| Others | 52.41 | 2.74 |
| Carry forward of Excess CSR spent | 2.32 | . |
| Total | 242.69 | 317.14 |

Note:14 Long-Term Borrowings (Financial liabilities)

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|----------------------------------|------------------|------------------|
| Secured Loans from banks: | | |
| Working Capital (GECL) Loan | 160.69 | 235.86 |
| Total | 160.69 | 235.86 |

Note:15 Other Non-Current Liabilities

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|------------------------|------------------|------------------|
| Provision for Gratuity | 5.71 | 4.94 |
| Total | 5.71 | 4.94 |

Note 13:

Equity Share Capital:

| Particulars | 31.03.2022 | 31.03.2021 |
|---|-------------------|-------------------|
| Authorized share capital 26,00,00,000 Equity Shares of Rs.10/- each | 2,600.00 | 2,600.00 |
| Issued,Subscribed and Paid up capital (a) 2,20,21,900 Equity shares of Rs.10 Each,Fully paid up (b) Shares Forfeited Account | 2,202.19 79.07 | 2,202.19 79.07 |
| Changes during the year (a) Zero Equity shares of Rs.10 Each,Fully paid up | - | - |
| Total 2,20,21,900 Equity Shares outstanding as on 31.03.2022 | 2,281.26 | 2,281.26 |

Reconciliation of Number of Shares

| Particulars | Year ended March 31, 2022 | | Year ended March 31, 2021 | |
|-------------------------|---------------------------|----------------|---------------------------|----------------|
| | (No. of shares) | (Rs. in lakhs) | (No. of shares) | (Rs. in lakhs) |
| Opening Balance | 22,021,900 | 2202.19 | 22,021,900 | 2202.19 |
| Changes during the year | - | | - | |
| Closing Balance | 22,021,900 | 2202.19 | 22,021,900 | 2202.19 |

Number of shares held by each shareholder holding more than 5 percent of the issued share capital :

| Particulars | Year ended March 31, 2022 | | Year ended March 31, 2021 | |
|-----------------------|---------------------------|-----------------|---------------------------|-----------------|
| | % of Issued Share Capital | (No. of shares) | % of Issued Share Capital | (No. of shares) |
| Equity Shares: | | | | |
| Ritesh Kumar Sanghi | 21.09% | 4,644,560 | 21.09% | 4,644,560 |
| Sanjay Kumar Sanghi | 20.43% | 4,498,800 | 20.43% | 4,498,800 |
| Pritha Sanghi | 9.29% | 2,045,300 | 9.29% | 2,045,300 |
| Bhavna Sanghi | 9.28% | 2,044,500 | 9.28% | 2,044,500 |

Disclosure of Shareholding of Promoters

| Particulars | Year ended March 31, 2022 | | Year ended March 31, 2021 % | | Change during the year |
|-----------------------|---------------------------|-------------------|-----------------------------|-------------------|------------------------|
| | (No. of shares) | % of Total Shares | (No. of shares) | % of Total Shares | |
| Equity Shares: | | | | | |
| Ritesh Kumar Sanghi | 4,644,560 | 21.09% | 4,644,560 | 21.09% | 0.00% |
| Sanjay Kumar Sanghi | 4,498,800 | 20.43% | 4,498,800 | 20.43% | 0.00% |
| Pritha Sanghi | 2,045,300 | 9.29% | 2,045,300 | 9.29% | 0.00% |
| Bhavna Sanghi | 2,044,500 | 9.28% | 2,044,500 | 9.28% | 0.00% |
| Tejas Sanghi | 1,139,796 | 5.18% | 1,139,796 | 5.18% | 0.00% |
| Uday Sanghi | 1,048,983 | 4.76% | 1,048,983 | 4.76% | 0.00% |
| Sarala Sanghi | 495,200 | 2.25% | 495,200 | 2.25% | 0.00% |
| Hanumanthrai Sanghi | 274,700 | 1.25% | 274,700 | 1.25% | 0.00% |
| | 16,191,839 | 73.53% | 16,191,839 | 73.53% | 0.00% |

Other Equity:

(Rs. in lakhs)

| Particulars | Year ended March 31, 2022 | | Year ended March 31, 2021 | |
|--------------------------------------|---------------------------|-----------------|---------------------------|-----------------|
| Securities Premium Reserve | | | | |
| Balance at the beginning of the year | 1,502.74 | | 1,502.74 | |
| Add: Additions during the year | - | | - | |
| Balance at the end of the year | | 1,502.74 | | 1,502.74 |
| Capital Reserve | | | | |
| Balance at the beginning of the year | 68.12 | | 68.12 | |
| Add: Additions during the year | - | | - | |
| Balance at the end of the year | | 68.12 | | 68.12 |
| Retained Earnings | | | | |
| Balance at the beginning of the year | 1,428.89 | | 848.74 | |
| Add: Additions during the year | 571.36 | | 580.15 | |
| Balance at the end of the year | | 2,000.25 | | 1,428.89 |
| Total | | 3,571.11 | | 2,999.75 |

NOTES TO RESERVES

- Securities premium:** The amount received in excess of face value of the equity shares is recognised in Securities Premium.
- Capital reserve:** The capital reserve represents the excess of the identifiable assets and liabilities over the consideration paid/received or vice versa in a common control sale/transfer of business/ investment.
- Retained earnings:** Retained earnings are the profits that the Company has earned till date.

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Note:16 Short-Term Borrowings (Financial liabilities)

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|---------------------------------------|------------------|------------------|
| Secured Loan from banks | | |
| Working capital loan(CC) | 2,492.39 | 1,058.06 |
| Current maturities of long term debts | 75.17 | 6.14 |
| Total | 2,567.56 | 1,064.20 |

Note:17 Trade payables (Financial liabilities)

(Rs. In Lakhs)

Ageing of Trade payables as on 31.03.2022

| Particulars | Outstanding for following periods from the date of transaction | | | | | Total |
|---|--|-------------------|-----------|-----------|-------------------|---------------|
| | Less than 6 Months | 6 Months - 1 Year | 1-2 Years | 2-3 years | More than 3 years | |
| Outstanding dues of micro and small enterprises | - | - | - | - | - | - |
| (a) Disputed dues | - | - | - | - | - | - |
| (b) Undisputed dues | 12.43 | - | - | - | - | 12.43 |
| | - | - | - | - | - | - |
| Outstanding dues other than micro and small enterprises | - | - | - | - | - | - |
| (a) Disputed dues | - | - | - | - | - | - |
| (b) Undisputed dues | 107.80 | - | - | - | - | 107.80 |
| Total | 120.23 | - | - | - | - | 120.23 |

Ageing of Trade payables as on 31.03.2021

| Particulars | Outstanding for following periods from the date of transaction | | | | | Total |
|---|--|-------------------|-----------|-----------|-------------------|--------------|
| | Less than 6 Months | 6 Months - 1 Year | 1-2 Years | 2-3 years | More than 3 years | |
| Outstanding dues of micro and small enterprises | - | - | - | - | - | - |
| (a) Disputed dues | - | - | - | - | - | - |
| (b) Undisputed dues | - | - | - | - | - | - |
| | - | - | - | - | - | - |
| Outstanding dues other than micro and small enterprises | - | - | - | - | - | - |
| (a) Disputed dues | - | - | - | - | - | - |
| (b) Undisputed dues | 49.63 | - | - | - | - | 49.63 |
| Total | 49.63 | - | - | - | - | 49.63 |

Note:18 Other Current liabilities

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--------------|------------------|------------------|
| Others | 48.11 | 34.08 |
| Total | 48.11 | 34.08 |

Note:19 Current tax liabilities (net)

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--------------------------|------------------|------------------|
| Provision for income tax | 36.77 | 16.81 |
| Total | 36.77 | 16.81 |

Note 20 : Revenue from operations

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|-------------------------------|------------------|------------------|
| Sale of products | | |
| - Domestic Sales | 9,558.39 | 8,083.92 |
| - Export Sales | 2,595.14 | 1,249.57 |
| Revenue from operations (net) | 12,153.53 | 9,333.50 |

Note 21:Other income

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|---|------------------|------------------|
| Income from Forwards contracts on Metal Gold Loan | - | 33.40 |
| Exchange rate Fluctuation | 59.16 | 43.02 |
| Interest Income | 24.24 | 24.51 |
| Export Freight & Others | 12.80 | 7.39 |
| | 96.20 | 108.33 |

Note 22 : Cost of raw material consumed

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|-------------|------------------|------------------|
| Purchases | 12,868.47 | 9,072.79 |
| | 12,868.47 | 9,072.79 |

Note 23 : Changes in inventories

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--|-------------------|------------------|
| Work-in-progress | | |
| Inventory at the beginning of the year | 1,450.49 | 1,473.45 |
| Inventory at the closing of the year | (3,127.51) | (1,450.49) |
| | (1,677.02) | 22.96 |
| Finished Goods | | |
| Inventory at the beginning of the year | 1,322.62 | 629.94 |
| Inventory at the closing of the year | (1,441.64) | (1,322.62) |
| | (119.02) | (692.68) |
| Changes in Inventories | (1,796.04) | (669.72) |

Note 24 : Employee benefits expense

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--------------------------------|------------------|------------------|
| Salaries, Wages and Bonus | 167.85 | 93.86 |
| Contribution to Provident Fund | 1.09 | 1.19 |
| Contribution to ESI | 0.38 | 0.31 |
| Staff Welfare | 0.38 | 0.31 |
| Gratuity | 0.78 | 4.94 |
| | 170.47 | 100.60 |

Note 25 : Finance costs

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|---------------------------|------------------|------------------|
| Bank Charges and Interest | 89.79 | 57.02 |
| | 89.79 | 57.02 |

Note 26 : Other expenses

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|----------------------------------|------------------|------------------|
| As Auditor | | |
| - Statutory Audit | 0.50 | 0.50 |
| - Tax Audit | 0.15 | 0.15 |
| | 0.65 | 0.65 |
| Power and Fuel | 4.81 | 3.64 |
| Repairs and Maintenance | 5.73 | 2.13 |
| Rates and Taxes | 1.15 | 11.20 |
| Postage, Telegrams & Telephones | 0.66 | 1.09 |
| Transportation Charges | 8.14 | 1.56 |
| Travelling & Conveyance | 3.55 | 0.26 |
| Printing & Stationery | 0.63 | 1.22 |
| Insurance | 1.76 | 3.02 |
| Advertisement and publicity | 1.39 | 2.84 |
| Jobwork charges | 34.05 | - |
| Consultancy and professional fee | 21.24 | 11.66 |
| Rent | 7.86 | 20.44 |
| Membership fee | 0.45 | 0.40 |
| Security services | 6.02 | 4.96 |
| Interest paid | 0.28 | 2.07 |
| Factory Expenses | 5.06 | 0.85 |
| Miscellaneous Expenses | 1.01 | 0.72 |
| Corporate Social Responsibility | 14.18 | 11.36 |
| | 118.59 | 80.06 |

Note 27: Earnings per share (EPS)

(Rs. In Lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--|-------------------------|-------------------------|
| Profit after tax | 571.36 | 580.15 |
| Weighted average number of equity shares in calculating basic EPS (Nos In Lakhs) | 220.22 | 220.22 |
| Weighted average number of equity shares in calculating diluted EPS (Nos In Lakhs) | 220.22 | 220.22 |
| Basic Earnings per Equity Share | 2.59 | 2.63 |
| Diluted Earnings per Equity Share | 2.59 | 2.63 |

Notes to the Financial Statements**A. General Information**

The Company was originally incorporated under the Companies Act, 1956 on 13th May, 1999. The Registered office of the company is located at “3-6-291/4/A, 1st Floor, Hyderguda, Hyderabad-500029, Telangana”.

The Company is having its manufacturing units located at 3-6-291/4/A, 1st Floor, Hyderguda, Hyderabad-500029, Telangana and another manufacturing unit is located at 3-6-290/20, 2nd Floor, Sadana Building, Hyderguda, Hyderabad- 500029, Telangana. The units specialize in creating handmade gold jewellery studded with cubic zirconia and colour stones. The company sales its products in different geographical areas, in domestic market as well as overseas market.

The significant accounting policies used in preparation of the standalone financial statements have been discussed in the respective notes.

The financial statements were approved by the board of directors and authorised for issue on 23-05-2022.

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

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules as amended from time to time.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

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

All assets and liabilities have been classified as current and non-current as per the Company’s normal operating cycle. Based on the nature of services rendered to customers and time elapsed between deployment of resources and the realisation in cash and cash equivalents of the consideration for such services rendered, the Company has considered an operating cycle of 12 months.

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

1.2 Use of estimates and judgment

The preparation of standalone financial statements in conformity with the recognition and measurement principles of Ind AS requires management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of standalone financial statements and the reported amounts of income and expenses for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

1.3 Revenue Recognition

i) Operating Income

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

ii) Other Income

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

1.4 Property, Plant and Equipment's

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

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

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

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

1.5 Depreciation

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

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

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

1.6 Inventory

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

Basis of determination of cost remain as follows:

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

1.7 Provisions

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

1.8 Contingent Liabilities / Assets

Contingent Liabilities

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

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

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

Contingent Assets

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

1.9 Taxation

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

Current tax

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

Deferred tax

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

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

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

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

Current and deferred tax for the year

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

1.10 Impairment

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

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

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

At the end of each reporting period, the company reviews the carrying amounts of its tangible, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, The Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified,

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

Impairment of financial assets

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

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

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

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

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

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

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

De-recognition of financial assets

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

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

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

1.11 Financial instruments

Non-derivative financial instruments

Non-derivative financial instruments consist of:

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

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

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

a) Cash and cash equivalents

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

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

c) Loans and receivables

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

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

d) Trade and other payables

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

e) Foreign Currencies Transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss.

1.12 Prior Period Errors

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

1.13 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

i. Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of

assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103.

ii. Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

iii. Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements

iv. Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendments clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements

v. Ind AS 116 – Annual Improvements to Ind AS (2021)

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements

29. Additional Notes to Accounts:

Secured Loans and Bank Overdrafts:

| Name of bank | Balance due(Rs in lakhs) | Secured against |
|-------------------------|--------------------------|-----------------------|
| Kotak Mahindra Bank Ltd | 2728.25 | Property of promoters |

*The above balance represents cheques issued but not presented for payment

Amount due to Micro, Small and Medium enterprises:

The Unit identifies the enterprises which have provided goods and services to the Company and which qualify under the definition of Micro, Small and Medium Enterprises (MSME) as defined under Micro, Small and Medium Enterprises development Act, 2006. Accordingly, the

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disclosure in respect of amount payable to such enterprise as at 31st March 2022 has been made in the financial statements (as disclosed in Note No. 17(a) Trade Payables) on the basis of information received and available with the Company

Rs.In Lakhs

| S. no | Particulars | As at 31st March 2022 | As at 31st March, 2021 |
|-------|--|-----------------------|------------------------|
| 1 | The Principal amount remaining unpaid to suppliers as at the end of the year | 12.43 | - |
| 2 | The amount of interest accrued during the year and remaining unpaid at the end of the year | - | - |
| 3 | The amount of interest paid in terms of section 16, along with the amount of the payment made to the Supplier beyond the appointed day during the year | - | - |
| 4 | The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act. | - | - |

Amounts due from an officer of the company

| Particulars | Current year | Previous year |
|---|--------------|---------------|
| Amount due from an Officer of the company | NIL | NIL |

Expenditure incurred towards Corporate Social Responsibility & Sustainable Development

During the financial year the unit has incurred the expenditure on corporate social responsibility to the tune of Rs.16.50 lakhs during the current year, details are as follows:

(Rs. In Lakhs)

| Particulars | Current year | Previous year |
|--|--|---------------|
| Amount required to be spent by the Company during the year | 14.18 | 11.36 |
| Amount of expenditure incurred on*: | - | - |
| (i) Construction/acquisition of any assets | - | - |
| (ii) On purposes other than (i) above | 16.50 | 11.36 |
| Shortfall/(Excess) at the end of the year | (2.32) | |
| Total of previous year shortfall | - | - |
| Reason for shortfall | - | - |
| Nature of CSR activities | Promoting education, Setting up old age homes, Eradicating hunger, poverty, and malnutrition, setting up homes and hostels for women and orphans, Promoting health care. | |

Value of Raw Materials, Stores and Spares Consumed and Percentage (Rs. In Lakhs)

| Particulars | 31st March, 2022 | | 31st March, 2021 | |
|------------------|------------------|------------------|------------------|-----------------|
| | Percentage | Value | Percentage | Value |
| a. Raw Materials | | | | |
| i. Indigenous | 100.00 | 12,868.47 | 100.00 | 9,072.79 |
| ii. Imported | - | - | - | - |
| | 100.00 | 12,868.47 | 100.00 | 9,072.79 |

30. Financial Instruments- Fair Values and Risk Management**a. Financial Instruments by Categories**

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

(Amount in lakhs as of March 31, 2022)

| Particulars | Cost | Financial assets/ liabilities at FVTPL | Financial assets/ liabilities at fair value through OCI | Total carrying value | Total fair value |
|---|---------|--|--|----------------------------|------------------------|
| Assets: | | | | | |
| Cash & Cash Equivalents (Ref Note No. 9) | 4.53 | - | - | 4.53 | 4.53 |
| Trade Receivable (Ref Note No.8) | 3424.86 | - | - | 3424.86 | 3424.86 |
| Loans given (Ref Note No. 3) | 230.70 | - | - | 230.70 | 230.70 |
| Other Financial Assets (Ref Note No.4) | 45.30 | - | - | 45.30 | 45.30 |
| Liabilities: | | | | | |
| Trade Payable (Ref Note No.17) | 120.23 | - | - | 120.23 | 120.23 |
| Borrowings (Ref Note No 14&16) | 2728.25 | - | - | 2728.25 | 2728.25 |

The carrying value and fair value of financial instruments by categories were as follows as on March 31, 2021:

(Amount in lakhs as of March 31, 2021)

| Particulars | Cost | Financial assets/ liabilities at FVTPL | Financial assets/ liabilities at fair value through OCI | Total carrying value | Total fair value |
|---|---------|--|--|----------------------------|------------------------|
| Assets: | | | | | |
| Cash & Cash Equivalents (Ref Note No. 9) | 164.40 | - | - | 164.40 | 164.40 |
| Trade Receivable (Ref Note No.8) | 2909.57 | - | - | 2909.57 | 2909.57 |
| Loans given (Ref Note No. 3) | 230.70 | - | - | 230.70 | 230.70 |
| Other Financial Assets (Ref Note No.4) | 45.34 | - | - | 45.34 | 45.34 |
| Liabilities: | | | | | |
| Trade Payable (Ref Note No.17) | 49.63 | - | - | 49.63 | 49.63 |
| Borrowings (Ref Note No 14&16) | 1300.06 | - | - | 1300.06 | 1300.06 |

b. Fair Value Hierarchy

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

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

(Amount in lakhs as at March 31, 2022)

| Particulars | Level 1 | Level 2 | Level 3 | Total | Valuation Technique and key inputs | Significant un-observable inputs |
|------------------------------------|---------|---------|----------------|----------------|------------------------------------|----------------------------------|
| Financial assets | | | | | | |
| Security deposits | - | - | 43.05 | 43.05 | - | - |
| Others | - | - | 2.26 | 2.26 | - | - |
| Interest Receivable | - | - | - | - | - | - |
| Total financial assets | - | - | 45.31 | 45.31 | - | - |
| Financial Liabilities | | | | | | |
| Borrowings | - | - | 2728.25 | 2728.25 | - | - |
| Total financial liabilities | - | - | 2728.25 | 2728.25 | - | - |

(Amount in lakhs as at March 31, 2021)

| Particulars | Level 1 | Level 2 | Level 3 | Total | Valuation Technique and key inputs | Significant un-observable inputs |
|------------------------------------|---------|---------|----------------|----------------|------------------------------------|----------------------------------|
| Financial assets | | | | | | |
| Security deposits | - | - | 43.09 | 43.09 | - | - |
| Others | - | - | 2.26 | 2.26 | - | - |
| Interest Receivable | - | - | 36.06 | 36.06 | - | - |
| Total financial assets | - | - | 81.41 | 81.41 | - | - |
| Financial Liabilities | | | | | | |
| Borrowings | - | - | 1300.06 | 1300.06 | - | - |
| Total financial liabilities | - | - | 1300.06 | 1300.06 | - | - |

c. Financial risk management

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

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

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

a) Market risk**(i) Foreign Exchange Risk**

Foreign Currency Risk is the risk that the Fair Value or Future Cash Flows of an exposure will fluctuate because of changes in foreign currency rates. Exposures can arise on account of the various assets and liabilities which are denominated in currencies other than Indian Rupee.

Foreign Currency Exposure**(Rs. In Lakhs)**

| Particulars | As at 31st March, 2022 USD | As at 31st March, 2021 USD |
|-----------------------------|---------------------------------------|---------------------------------------|
| Trade and Other Receivables | 6.04 | 6.46 |
| Trade and Other Payables | - | - |
| Borrowings | - | - |

Sensitivity:

As of March 31, 2022 increase or decrease of the respective foreign currencies compared to our functional currency would impact our profit before tax by approximately INR 59.16(in Lakhs) respectively.

(ii) Price Risk

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

b) Credit Risk

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

Trade Receivables:

The company has outstanding trade receivables amounting to INR 3424.86 (in lakhs) and INR 2909.57 (in lakhs) as of March 31, 2022 and March 31, 2021 respectively. Trade receivables are typically unsecured and are derived from revenue earned from customers.

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

Credit risk exposure:

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

UDAY JEWELLERY INDUSTRIES LIMITED

(As at 31st March 2022, Amount in Rs lakhs)

| Particulars | Gross amount | Impairment | Carrying Value |
|---|---------------------|-------------------|-----------------------|
| Past due less than 30 days | 1381.18 | - | 1381.18 |
| Past due more than 30 days but not more than 60 days | 596.29 | - | 596.29 |
| Past due more than 60 days but not more than 90 days | 756.54 | - | 756.54 |
| Past due more than 90 days but not more than 120 days | 394.95 | - | 394.95 |
| Past due more than 120 days | 295.90 | - | 295.90 |
| Total | 3424.86 | - | 3424.86 |

(As at 31st March 2021, Amount in Rs lakhs)

| Particulars | Gross amount | Impairment | Carrying Value |
|---|---------------------|-------------------|-----------------------|
| Past due less than 30 days | 1439.67 | - | 1439.67 |
| Past due more than 30 days but not more than 60 days | 803.34 | - | 803.34 |
| Past due more than 60 days but not more than 90 days | 417.83 | - | 417.83 |
| Past due more than 90 days but not more than 120 days | 161.83 | - | 161.83 |
| Past due more than 120 days | 86.90 | - | 86.90 |
| Total | 2909.57 | - | 2909.57 |

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

Financial assets:

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

(c) Liquidity Risk

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

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

UDAY JEWELLERY INDUSTRIES LIMITED

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

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

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

(Amount in Rs in lakhs as of March 31, 2022)

| Particulars | Less than 6 months | 6 months to 1 year | 1-3 years | 3-5 years | More than 5 years | Total |
|--------------------------------------|---------------------------|---------------------------|------------------|------------------|--------------------------|----------------|
| Trade Payables | 120.23 | - | - | - | - | 120.23 |
| Short term borrowings (cash credit)* | - | 2567.56 | - | - | - | 2567.56 |
| Other Financial Liabilities | - | 160.69 | - | - | - | 160.69 |
| Total | 120.23 | 2728.25 | - | - | - | 2848.48 |

*Includes interest accrued on borrowings

(Amount in Rs in lakhs as of March 31, 2021)

| Particulars | Less than 6 months | 6 months to 1 year | 1-3 years | 3-5 years | More than 5 years | Total |
|--------------------------------------|---------------------------|---------------------------|------------------|------------------|--------------------------|----------------|
| Trade Payables | 49.63 | - | - | - | - | 49.63 |
| Short term borrowings (cash credit)* | - | 1064.20 | - | - | - | 1064.20 |
| Other Financial Liabilities | - | 235.86 | - | - | - | 235.86 |
| Total | 49.63 | 1300.06 | - | - | - | 1349.69 |

*Includes interest accrued on borrowings

31. Disclosure in respect of Indian Accounting Standard 24 “Related Parties Disclosures”

Related Party Disclosures

A. Key Managerial Personnel (KMP):

Sri Ritesh Kumar Sanghi – Managing Director

Sri Rakesh Agarwal - Chief Financial Officer

Sri Mr. Lekhpal Sahu - Company Secretary (3rd May, 2021 to 4th Jan, 2022)

B. Non - Executive Directors

Sri Sanjay Kumar Sanghi
 Smt. Pritha Sanghi
 Sri Ramprasad Vempati- Independent
 Sri Sunil Garg- Independent
 Sri Vikram Goel- Independent

C. Enterprises in which Key Management Personnel has significant influence

Narbada Gems and Jewellery Limited
 Sanghi Jewellers Private Limited
 Trisa Retail Limited

D. Relatives of Key Management Personnel

Sri Sanjay Kumar Sanghi - Director
 Smt. Pritha Sanghi – Director
 Smt Bhavna Sanghi
 Sri Tejas Sanghi
 Sri Uday Sanghi - Business Development Head

E. Related Party Transaction

| Particulars | 31st March, 2022 | 31st March, 2021 |
|--|---------------------|---------------------|
| Sanghi Jewellers Private Limited: | | |
| Purchases (Net of returns) | 15,72,20,938/- | 2,0,54,37,566/- |
| Sales (Net of returns) | 23,77,670/- | 3,75,02,859/- |
| Jobwork Charges (Expense) | - | - |
| Rent (Expense) | 3,00,000/- | 3,00,000/- |
| Amount Receivable/(Payable) as on | 27,000/- | 4,91,51,947/- |
| Narbada Gems and Jewellery Limited: | | |
| Purchases (Net of returns) | 1,26,02,332/- | - |
| Sales (Net of returns) | - | - |
| Amount Receivable/(Payable) as on | - | - |
| Rent paid to KMP & Relative of KMP | 39,60,000/- | 13,20,000/-* |
| Salary paid to Relative of KMP | 26,31,855/-* | - |
| Trisa Retail Limited: | | |
| Interest on Inter Corporate Loan (Income) | 24,22,350/- | 24,22,350/- |
| Amount Receivable from Trisa Retail Ltd as on: | - | - |
| Interest received on Inter Corporate Loan | 60,28,558/- | 36,06,208/- |
| Inter Corporate Loan | 2,30,70,000/- | 2,30,70,000/- |

*For part of the financial year

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

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

(Amount in Rs lakhs)

| Particulars | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|---|--------------------------------------|--------------------------------------|
| Earnings used in calculation of basic earnings per share(A) | 571.36 | 580.15 |
| Weighted average number of ordinary shares for the purpose of basic earnings per share(B) | 220.22 | 220.22 |
| Basic EPS(A/B) | 2.59 | 2.63 |

b) Diluted EPS

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

(Amount in Rs lakhs)

| Particulars | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|---|--------------------------------------|--------------------------------------|
| Earnings used in calculation of basic earnings per share(A) | 571.36 | 580.15 |
| Weighted average number of ordinary shares for the purpose of Diluted earnings per share(B) | 220.22 | 220.22 |
| Diluted EPS(A/B) | 2.59 | 2.63 |

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

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

A. (i) Contracts with customers

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

| Particulars | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|-------------------------|--------------------------------------|--------------------------------------|
| Sale of products | 1,21,53,52,989 | 93,33,49,770 |
| Sale of services | - | - |
| Other operating revenue | - | - |
| -Claims | - | - |
| -Subsidy | - | - |
| -Despatch Earned | - | - |
| -Other Trade Income | - | - |
| Total | 1,21,53,52,989 | 93,33,49,770 |

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

| Particulars | For the year ended March 31, 2021 | For the year ended March 31, 2021 |
|-----------------|--------------------------------------|--------------------------------------|
| Impairment Loss | - | - |

(ii) Disaggregation of Revenue

| Particulars | For the year ended March 31, 2022 | As % to Total Revenue | For the year ended March 31, 2021 | As % to Total Revenue |
|------------------------|---|-----------------------------|---|-----------------------------|
| Pure Gold | 1,01,66,969 | 0.84% | 50,56,893 | 0.54% |
| Cz Stones | - | 0.00% | - | 0.00% |
| Studded Gold Jewellery | 1,20,51,86,020 | 99.16% | 92,82,92,877 | 99.46% |
| Total | 1,21,53,52,989 | 100% | 93,33,49,770 | 100% |

(iii) Contract Balances Receivables

| Particulars | As at March 31,2022 | As at March 31,2021 |
|------------------------------------|---------------------|---------------------|
| Opening Balance | 29,09,57,155.71 | 30,81,08,767.00 |
| Addition/deduction during the year | 5,15,29,081.69 | (1,71,51,611.29) |
| Closing Balance | 34,24,86,237.40 | 29,09,57,155.71 |

Contract Liabilities

During the year the advances received are recognised as revenue as and when the goods are delivered to the customer.

Practical expedients

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

34. Contingent Liabilities - Income Tax

The Company has contested against assessment orders passed by Assistant Commissioner of Income Tax. Details are as follows:

| Asst. Years | Amount in Rs. |
|-------------|---------------|
| AY 2017-18 | 2,99,18,329 |

The Company has paid Rs.1,30,00,000 in under protest towards the above income tax liability.

34.1 Ratio Analysis

| Sl.No. | Ratio Type | Ratio |
|--------|---------------------------------|--------|
| 1 | Current Asset Ratio | 3.02 |
| 2 | Debt Equity Ratio | 0.47 |
| 3 | Debt Service Coverage Ratio | 9.06 |
| 4 | Return on Equity Ratio | 10.39% |
| 5 | Inventory Turnover Ratio | 3.02 |
| 6 | Trade Receivable Turnover Ratio | 3.84 |
| 7 | Trade Payable Turnover Ratio | 130.37 |
| 8 | Net Capital Turnover Ratio | 2.17 |
| 9 | Net Profit Ratio | 4.70% |
| 10 | Return on Capital Employed | 8.49% |
| 11 | Return on Investment | NA |

34.2 Details of Additional Regulatory Information

i) Details of immovable properties

(Rs. in Lakhs)

| Relevant line item in the Balance sheet | Description of item of property | Gross carrying value (Rs. in Lakhs) | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter*/ director or employee of promoter/ director | Property held since which date | Reason for not being held in the name of the Unit |
|---|---------------------------------|-------------------------------------|---------------------------------|--|--------------------------------|---|
| PPE | NA | NA | NA | NA | NA | NA |

34.3 Regrouping:

In order to have better presentation the previous year's figures have been re-casted/restated/reclassified, wherever necessary, to conform to current year's classification.

**Our Report attached,
For Anant Rao & Mallik
CHARTERED ACCOUNTANTS,
FRN:006266S**

For Uday Jewellery Industries Ltd.,

**Sd/-
(Y. Anant Rao)
Partner
Membership No.022644**

**Sd/-
Ritesh Kumar Sanghi
Managing Director
DIN: 00628033**

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

**Hyderabad
Date: 23-05-2022**

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



23rd ANNUAL GENERAL MEETING

Day : Monday
Date : 26th September, 2022.
Time : 04:30 P.M.
Mode : Through Video Conferencing (VC) /
Other Audio Visual Means (OAVM).
On www.evotingindia.com.



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