



**Radhika®**  
**JEWELTECH LIMITED**

CIN : U27205GJ2016PLC093050

3-4-5, RAJSHRUNGI COMPLEX Palace Road, Rajkot - 360 001. TeleFax : 0281 - 2225066, 2233100

Cell : 96245 31000 E-mail : radhikajeweltech@gmail.com web : www.radhikajeweltech.com

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

Date : 16.10.2017

Dear Sir,

**Subject :** To submit Annual Report for the financial year 2016-17  
**Ref :** Script Id : "RADHIKAJWE" and Script Code : 540125

With reference to captioned subject we hereby submit Annual Report for the financial year 2016-17 of Radhika Jeweltech Limited under regulation 34 of SEBI (Listing Obligation and Disclosure Requirement ) Regulation 2015.

Please acknowledge the same and take on your record.

Thanking you.

For, RADHIKA JEWELTECH LIMITED



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

**RADHIKA JEWELTECH LIMITED**

**First  
ANNUAL REPORT  
2016 - 2017**

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<b>1<sup>st</sup> ANNUAL GENERAL MEETING</b>	
DAY:	FRIDAY
DATE:	29 <sup>th</sup> SEPTEMBER 2017
TIME:	11.00 AM
VENUE:	Hotel Grand Thakar Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001

## COMPANY INFORMATION

BOARD OF DIRECTORS	
Ashokkumar Mathurdas Zinzuwadia (DIN: 07505964)	Managing Director
Hareshbhai Mathurbhai Zinzuwadia (DIN:07505968)	Whole-time Director
Darshit Ashokbhai Zinzuwadia (DIN: 07506087)	Whole-time Director
Natwarlal Dholakia Vachhraj (DIN: 00470090)	Independent Director
Pravinaben Anantrai Geria (DIN: 07580390)	Independent Director
Tulsidas Prabhudas Bhanani (DIN: 07587342)	Independent Director



<b>Statutory Auditor</b>	<b>M/s. H. S. Jani &amp; Associates</b>  Chartered Accountants  701/702/708, Sakar – V, Natraj Cinema,  Ashram Road, Ahmedabad - 380009.  Tel: 079 7926583708  Firm Registration No.: 127515W  Membership No.: 124104
<b>Company secretary &amp; compliance officer</b>	<b>CS Pooja Sejpal</b>
<b>Chief financial officer</b>	<b>Jatin D. Dhinora</b>
<b>Consulting Company Secretary &amp; Secretarial Auditor</b>	<b>S. V. Nadiyapara &amp; Co.,</b>  Practicing Company Secretary  214, Four Plus Complex, Sardarnagar Main Road,  Rajkot. - 360003.  Tel: 9558404160  ACS 42126 CP No. 15645
<b>Bankers</b>	<b>HDFC BANK</b>  Palace Road, Rajkot – 360001.
<b>Register Office Of Company, CIN, Email Id &amp; Website</b>	<b>RADHIKA JEWELTECH LIMITED</b>  3-4-5, "RAJ SHRUNGI" COMPLEX, PALACE ROAD, RAJKOT 360001 (GUJARAT).  <b>CIN : U27205GJ2016PLC093050</b>

	<p>Tel.: 0281-2233100</p> <p>Fax: 0281-2241917</p> <p>e-mail: radhikajeweltech@gmail.com</p> <p><a href="http://radhikajeweltech.com/">http://radhikajeweltech.com/</a></p>
<b>Registrar &amp; Share Transfer Agent</b>	<p><b>Satellite Corporate Services</b></p> <p><b>Private Limited</b></p> <p>B-302, Sony Apt., Opp. St. Judes High School, 90 Ft Road, Jarimari, Sakinaka, Mumbai - 400 072 (Maharashtra)</p> <p><b>Tel : 022-28520461</b></p>
<b>Listing</b>	<p><b>BSE LIMITED (SME PLATFORM)</b></p> <p>Phiroze Jeejeebhoy Towers,</p> <p>Dalal Street, Mumbai – 400001.</p>

## **COMMITTEES OF THE BOARD**

<b>Designation</b>	<b>Audit Committee</b>	<b>Nomination &amp; Remuneration Committee</b>	<b>Stakeholders Relationship Committee</b>
<b>Chairman</b>	Natwarlal Dholakia Vachhraj	Natwarlal Dholakia Vachhraj	Pravinaben Anantrai Geria
<b>Member</b>	Pravinaben Anantrai Geria	Tulsidas Prabhudas Bhanani	Tulsidas Prabhudas Bhanani
<b>Member</b>	Tulsidas Prabhudas Bhanani	Pravinaben Anantrai Geria	Natwarlal Dholakia Vachhraj

## **NOTICE**

**Notice** is hereby given that the 1<sup>st</sup> Annual General Meeting of the members of Radhika Jeweltech Limited will be held on Friday, the 29<sup>TH</sup> September, 2017 at 11:00 A.M. at Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001 on Friday, 29<sup>th</sup> September, 2017 at 11:00 A.M. to transact the following Business:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended March 31 2017, including audited Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Hareshbhai M. Zinzuwadia (DIN: 07505968), who retires by rotation and being eligible, offers himself for re-appointment .
3. To Appoint Statutory Auditor Of The Company

To appoint Auditors Mr. Hersh Samir Jani, Proprietor of M/s. H. S. Jani & Associates, Chartered Accountants, Ahmedabad and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Pursuant to the provisions of section 139 and other applicable provisions, if any of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Hersh Samir Jani, Proprietor of M/s. H. S. Jani & Associates, Chartered Accountants, Ahmedabad (Firm Registration no. 127515W) be and is hereby appointed as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 6<sup>th</sup> (Sixth) AGM of the Company to be held in the year 2022 to examine and audit the accounts of the Company for the financial year 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes.”

**FURTHER RESOLVED THAT** the appointment of Mr. Hersh Samir Jani, Proprietor of M/s. H. S. Jani & Associates, Chartered Accountants, Ahmedabad (Firm Registration no. 127515W) for the period of 5 (Five) years made at the ensuing Annual General Meeting shall be subject to ratification at every subsequent five Annual General Meetings.”

## **SPECIAL BUSINESS :**

4. To regularise the appointment of Natwarlal Dholakia Vachhraj (DIN: 00470090), Additional Director as a Director (Independent) of the Company. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Natwarlal Dholakia Vachhraj (DIN: 00470090), a Director of the Company, who was appointed as an Additional Director of the Company on 23<sup>rd</sup> July, 2016 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.”.

5. To regularise the appointment of Pravinaben Anantrai Geria (DIN: 07580390), Additional Director as a Director (Independent) of the Company. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Pravinaben Anantrai Geria (DIN: 07580390), a Director of the Company, who was appointed as an Additional Director of the Company on 23<sup>rd</sup> July, 2016 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.”.

6. To regularise the appointment of Tulsidas Prabhudas Bhanani (DIN: 07587342), Additional Director as a Director (Independent) of the Company. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Tulsidas Prabhudas Bhanani (DIN: 07587342), a Director of the Company, who was appointed as an Additional Director of the Company on 23<sup>rd</sup> July, 2016 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member

proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.”.

Date: 17<sup>th</sup> August, 2017  
Place: Rajkot

By Order of the Board  
For, RADHIKA JEWELTECH LIMITED

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

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

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

### **ITEM NO. 4, 5 & 6**

Natwarlal Dholakia Vachhraj, Pravinaben Anantrai Geria and Tulsidas Prabhudas Bhanani were appointed as an Additional Director w.e.f. July 23, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Natwarlal Dholakia Vachhraj, Pravinaben Anantrai Geria and Tulsidas Prabhudas Bhanani candidatures for appointment as Directors of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Natwarlal Dholakia Vachhraj, Pravinaben Anantrai Geria and Tulsidas Prabhudas Bhanani on the Board is desirable and would be beneficial to the company and hence recommend resolution No.4, 5 & 6 for adoption. None of the Directors, except Natwarlal Dholakia Vachhraj, Pravinaben Anantrai Geria and Tulsidas Prabhudas Bhanani of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends resolutions under Item No.4, 5 and 6 to be passed as an ordinary resolution.

Date: 17<sup>th</sup> August, 2017  
Place: Rajkot

By Order of the Board  
For, RADHIKA JEWELTECH LIMITED

Ashokkumar M. Zinzuwadia  
Managing Director  
DIN: 07505964

**NOTES:**

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

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

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

2. The Register of Members and Share Transfer Books will remain closed from Monday, 25th day of September 2017 to Friday, 29th day of September, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
3. Information regarding appointment / re-appointment of directors and Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special businesses to be transacted at the Annual General Meeting is annexed hereto.
4. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, and in terms of the approval given by the Board at the Board Meetings of the Company held on July 23, 2016, the auditors of the Company, M/s. H. S. Jani & Associates, Chartered Accountants are eligible to hold the office up to this Annual General Meeting. The appointment of M/s. H. S. Jani & Associates, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the 6<sup>th</sup> annual general meeting has been put up for the approval of members.
5. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.



6. In terms of Companies Act, 2013 read together with the Rules made there under, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members through e-mail, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
7. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant or Registrar.
8. With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
9. Members, who still hold share certificates in physical form are advised to dematerialize their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
10. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Satellite Corporate Services Private Limited, B-302, Sony Apt., Opp. St. Judes High School, 90 Ft Road, Jarimari, Sakinaka, Mumbai - 400 072 (Maharashtra), India, E-mail: [service@satellitecorporate.com](mailto:service@satellitecorporate.com). Members whose shareholdings are in electronic mode are requested to approach their respective depository participants for effecting change of address.
11. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the meeting.
12. Pursuant to provisions of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in the prescribed Form SH-13 (a copy of which shall be made available on request) with the Company or share transfer agent.
13. Corporate Members intending to send their authorised representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

14. Members/Proxies are requested to bring the copies of annual reports and attendance slips to attend the meeting. Attendance Slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
15. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
16. Complete particulars of the venue of the Meeting including route map and mark for easy location is enclosed for the convenience of the members. The same has also hosted at the website of the company at [www.radhikajeweltech.com](http://www.radhikajeweltech.com).

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

Name of the Director	Hareshbhai Mathurbhai Zinzuwadia	Natwarlal Dholakia Vachhraj	Pravinaben Anantrai Geria	Tulsidas Prabhudas Bhanani
DIN	07505968	00470090	07580390	07587342
Nature	Re-appointment as Whole-Time Director (Retire by Rotation)	To regularise the appointment as Independent director of the company (not liable to retire by rotation )	To regularise the appointment as director (Independent -not liable to retire by rotation )	To regularise the appointment as director (Independent -not liable to retire by rotation )
Date of Birth	15.11.1973	27.09.1952	15.07.1964	30.05.1938
Qualification	SSC	Primary Education	Primary Education	Primary Education
Date of Appointment	22.07.2016	23.07.2016	23.07.2016	23.07.2016
Experience	He has more than 21 years experience in the field of Retail Jewellery Business	He has more than 40 years experience in The Manufacturing and Trading of Gold & Silver Jewellery.	She has more than 26 years Experience in exhibiting / trading of gold Jewellery and real diamond Jewellery.	He has more than 55 years experience in the business of Manufacturing and Trading of gold plated Jewellery
Directorship Held in other Public Limited Company	NA	1. AKSHAR FINANCE LIMITED	NA	NA
No. of Shares Held	4590000	NIL	NIL	NIL
List of other companies in	NA	1. CVM JEWELS PRIVATE LIMITED	NIL	NIL

which Directorship are held (other than Section 8Company)		2. KHAZANA VANIJYA PRIVATE LIMITED 3. FASTFLOW COMMODITIES PRIVATE LIMITED 4. JUNAGADH JEWELLERY PRIVATE LIMITED 5. UNCUT JEWELS PRIVATE LIMITED		
Chairmanship or membership on other companies	NA	NIL	NIL	NIL

Date: 17<sup>th</sup> August, 2017  
Place: Rajkot

By Order of the Board  
For, RADHIKA JEWELTECH LIMITED

Ashokkumar M. Zinzuwadia  
Managing Director  
DIN: 07505964

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## Form No. MGT-11

### Proxy Form

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

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

Name of the member (s): .....

Registered address: .....

E-mail Id: .....

Folio No/ Client Id: .....

DP ID: .....

I/We, being the member (s) of ..... shares of the Radhika Jeweltech Limited, hereby appoint

1.

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday 29<sup>th</sup> September 2017 at Registered Office 3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot- 360001 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sr. No.	Resolution	Vote (Optional see Note 2 )*	
		For	Against
1	Adoption of financial statement of the Company for the financial year ended 31st March, 2017 and the reports of the Board of Directors' and Auditors' thereon.		
2	To appoint Hareshbhai M. Zinzuwadia (DIN: 07505968) as Whole-time Director, who retires by rotation and being eligible, offers herself for re-appointment.		
3	To Appoint Statutory Auditor of the company and fixing their remuneration.		
4	To regularise the appointment of Natwarlal Dholakia Vachhraj (DIN: 00470090), Additional Director as a Director (Independent) of the Company		
5	To regularise the appointment of Pravinaben Anantrai Geria (DIN: 07580390), Additional Director as a Director (Independent) of the Company		
6	To regularise the appointment of Tulsidas Prabhudas Bhanani (DIN: 07587342), Additional Director as a Director (Independent) of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

Affix  
Revenue  
Stamp

Signature of shareholder

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

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

#### Notes:

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

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**ATTENDANCE SLIP**

**RADHIKA JEWELTECH LIMITED**

**CIN : U27205GJ2016PLC093050**

**3-4-5, "RAJ SHRUNGI" COMPLEX, PALACE ROAD,**

**RAJKOT 360001 (GUJARAT)**

**1<sup>st</sup> ANNUAL GENERAL MEETING**

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting \*DP Id

No. \_\_\_\_\_ \*Client Id No. \_\_\_\_\_ Regd. Folio No. \_\_\_\_\_

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

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

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

I hereby record my presence at the Annual General Meeting of Radhika Jeweltech Limited on 29<sup>th</sup> September 2017 at Registered Office 3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot- 360001.

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

\*Applicable to members holding shares in electronic form

## **ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING**



## DIRECTORS' REPORT

To  
The Members of  
**Radhika Jeweltech Limited**  
Rajkot

Dear Members,

The Directors of your company take immense pleasure in presenting the 1<sup>st</sup> report on the business and operations of your Company along with the Annual Report and Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2017.

### **FINANCIAL RESULTS**

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

### **FINANCIAL PERFORMANCE:**

The revenue from operations of the company for the year ended March 31, 2017 was 156.87 Crore and company has achieved net profit of 9.25 Crore for the year ended on 31<sup>st</sup> March, 2017.



## **CAPITAL STRUCTURE:**

The Company is incorporated with Authorised Share Capital of 25,00,00,000/- (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity shares of Rs 10/- each and subscribed capital of Rs. 17,00,00,000/- (Rupees Seventeen Crore) divided into 1,70,00,000 (One Crore Seventy Lac) Equity shares of Rs 10/- each.

The paid up share capital of the Company was increased from Rs. 17,00,00,000/- (Rupees Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lakh) Equity shares of Rs 10/- each to 23,60,00,000/- (Rupees Twenty Three Crore Sixty Lakh only) divided into 2,36,00,000 (Two Crore Thirty Six Lakh) Equity shares of Rs 10/- each in view of Initial Public Offering of Rs. 66,00,000 Equity shares of the Face Value of Rs. 10/- Each at premium of Rs.65/- per share.

The company has listed their equity with the Bombay Stock Exchange – SME Platform with effect from September 27, 2016, in view of initial public offering (IPO). The Listing fees for the year 2016-17 has been paid by the company.

## **CHANGE IN THE NATURE OF BUSINESS:**

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

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

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

## **DIVIDEND:**

With a view to conserve financial resources, The board of directors has not recommended any Dividend for the year ended on March 31, 2017.

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

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

## **CONVERSION OF PARTNERSHIP FIRM INTO A PUBLIC LIMITED COMPANY:**

Radhika Jeweltech Limited was converted from a Radhika Jeweltech – a partnership firm in to a public limited company under Part I of Companies Act,

2013 and certificate of incorporation was issued by Hon'ble Registrar of Central Registration Centre, Ministry of Corporate Affairs dated July 22, 2016.

**DEMATERIALIZATION OF SHARES:**

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Pursuant to dematerialization of shares, the company has entered into an agreement with NSDL & CDSL. As on March 31, 2017, 100% of the share capital of the company is dematerialized.

**TRANSFER OF UNCLAIMED DIVIDEND TO THE INVESTOR EDUCATION AND PROTECTION FUND:**

This is being 1<sup>st</sup> year of incorporation of Company; the question of having any funds lying unpaid or unclaimed for a period of seven years does not arise. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Since the Company is not falling under any criteria specified in sub-section (1) of section 135 of the Act during the financial year ended on 31<sup>st</sup> March, 2017 your Company is not required to constitute a Corporate Social Responsibility ("CSR") Committee.

**EXTRACT OF THE ANNUAL RETURN:**

The extracts of Annual Return in MGT-9 pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure "A" and is attached to this Report.

**DEPOSITS:**

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

**DIRECTORS AND KMP:**

● **Re-appointment/Appointment**

As per the provisions of the Companies Act, 2013, Hareshbhai Mathurbhai Zinzuwadia Whole-time Director (DIN: 07505968) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends the reappointment of Hareshbhai Mathurbhai Zinzuwadia as Whole-time Director of the company.

On the recommendation of the Nomination and Remuneration Committee ('NRC'), Natwarlal Dholakia Vachhraj, Pravinaben Anantrai Geria and Tulsidas Prabhudas Bhanani who were appointed as an Additional Non-Executive Director of the Company with effect from July 23, 2016. In accordance with Section 161 of the Act, Natwarlal Dholakia Vachhraj, Pravinaben Anantrai Geria and Tulsidas Prabhudas Bhanani holds office upto the date of the ensuing AGM and being eligible, offer their candidature for appointment as Directors.

### **Key Managerial Personnel**

Your Company is managed by our Board of Directors, assisted by qualified professionals, who are permanent employees of company.

The extra ordinary general meeting of the company held on July 23, 2016 approved the appointment of the following as "Key Managerial Personnel" pursuant to the provisions of Section 203 of the Companies Act, 2013:

- Ashokkumar Mathurdas Zinzuwadia as Chairman & Managing Director
- Hareshbhai Mathurbhai Zinzuwadia as whole time director
- Darshit Ashokbhai Zinzuwadia as whole time director

The Board of Directors of the Company at its meeting held on July 25, 2016 confirmed and approved the appointment Jatin Dhinora as Chief Financial Officer of the company

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

During the year under report Tushar Donda has resigned as Company Secretary and Compliance officer of the company on 31<sup>st</sup> December 2016. Anjali Raythaththa has been appointed on January 12, 2017 and resigned as Company Secretary and Compliance officer of the company on June 9, 2017.

### **COMMITTEES OF THE BOARD:**

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

#### **1) Audit Committee**

#### **2) Shareholder and Investor Grievance Committee**

#### **3) Nomination and Remuneration Committee**

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

#### **BOARD EVALUATION:**

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

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

#### **REMUNERATION POLICY:**

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

#### **RISK MANAGEMENT POLICY:**

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

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

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

#### **MEETINGS:**

During the year Thirteen Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap

between the Meetings was within the period prescribed under the Companies Act, 2013.

#### **MANAGEMENT DISCUSSION AND ANALYSIS:**

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

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

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

#### **AUDITORS:**

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

Hersh S. Jani, Proprietor of M/s. H. S. Jani And Associates, Chartered Accountants, Ahmedabad (Firm Registration no. 127515W) is the first auditors of the Company and holds office as statutory auditors until the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for the re-appointment. The Directors recommend appointing them as auditors of the Company to hold the Office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 6th (Annual General Meeting) of the Company to be held in the year 2022 to examine and audit the accounts of the Company. The board recommend for their appointment.

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

Pursuant to Section 204 of the Companies Act 2013, The Board has appointed Sandip V. Naidyapara of S. V. Nadiyapara and Co., Practising Company Secretary, Rajkot to conduct Secretarial Audit for the financial year 2016-17. The Company provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as **Annexure B** to this Report.

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

As regards Statutory Auditors' and Secretarial Auditors' observation in their report in respect of acceptance of deposit, the directors state that the same deposits were accepted prior to conversion from partnership firm to companies and no new unsecured loan has been accepted and further company has also repaid such loan in the current financial year.

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

**COST AUDIT:**

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

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

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

**CORPORATE GOVERNANCE:**

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

**CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:**

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

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto is disclosed in Form No. AOC -2 annexed as **Annexure C** with this report. Your Company's Policy on related Party Transactions, as adopted by the Board, can be accessed on the company's website.

**PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires per-clearance for dealing in the Company's shares and prohibits the purchase or sale of

Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

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

This is to inform that the Company has adopted a Code of Conduct for its employees including the Directors. We confirm that the Company has in respect of the financial year ended 31st March, 2017 received from the senior management team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

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

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

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

**ENVIRONMENT, HEALTH AND SAFETY:**

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

**INDUSTRIAL RELATIONS:**

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



**PARTICULARS OF EMPLOYEES:**

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

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

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

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

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

The company has neither earned nor outgo of foreign exchange.

**MATERIAL CHANGES AND COMMITMENTS:**

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

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

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

**DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- a)** In the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b)** The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
- c)** The Directors have taken proper and sufficient care for the maintenance



of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

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

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

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

**ACKNOWLEDGEMENT:**

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

**Date: 17<sup>th</sup> August, 2017**  
**Place: Rajkot.**

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

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

**“ANNEXURE A”****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**as on the financial year ended on 31<sup>st</sup> March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

Sr.no.	Particulars	
I	Corporate Identification Number	U27205GJ2016PLC093050
II	Registration Date	22 <sup>nd</sup> July 2017
III	Name of the Company	Radhika Jeweltech Limited
IV	Category / Sub-Category of the Company	Public Company Limited by Share
V	Address of the Registered office and contact details	3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot - 360001 Gujarat.
VI	Whether listed company	Yes (BSE Limited – SME Platform)
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any	Satellite Corporate Services Pvt. Ltd. B-302, Sony Apt., Opp. St. Judes High School, 90 Ft Road, Jarimari, Sakinaka, Mumbai - 400 072 (Maharashtra ) Tel No.: +91 22 2852 0461 Fax: +91-22-2851 180 Email: service@satellitecorporate.com

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

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

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

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

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

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

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the begging of the year 22.07.2016 being the date of Incorporation				No. of Shares held at the end of the year 31.03.2017				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
g) Individual/HUF	14620000	-	14620000	86.00	14620000	-	14620000	61.95	0.00
h) Central Govt	-	-	-	-	-	-	-	-	-
i) State Govt(s)	-	-	-	-	-	-	-	-	-
j) Bodies Corp.	-	-	-	-	-	-	-	-	-
k) Banks / FI	-	-	-	-	-	-	-	-	-
l) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	14620000	-	14620000	86.00	14620000	-	14620000	61.95	0.00
<b>(2) Foreign</b>									
a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
b) Other-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A) (2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A) = (A)(1)+(A)( 2)</b>	14600000	-	14620000	86.00	14620000	-	14620000	61.95	0.00
<b>B. Public Shareholding</b>									
<b>1 Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-

i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.					2654296	0	2654296	11.25	-
i) Indian	-	-	-	-	-	0	-	-	-
ii) Overseas	-	-	-	-					-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	624104	0	624104	2.64	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2380000	0	2380000	14.00	4242400	0	4242400	17.98	78.25
c) Others									
(i) HUF					148800	-	148800	0.63	0.63
(i) Market Maker	-	-	-	-	1267200	-	1267200	5.37	5.37
(iii) NRI	-	-	-	-	3200	-	3200	0.01	0.01
(iv) Clearing Member					40000		40000	0.17	0.17
<b>Sub-total (B)(2):-</b>	2380000	0	2380000	14.00	8980000	-	8980000	38.05	277.31
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	2380000	0	2380000	14.00	8980000	-	8980000	38.05	277.31
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>17000000</b>	<b>0</b>	<b>17000000</b>	<b>100%</b>	<b>23600000</b>	<b>-</b>	<b>23600000</b>	<b>100%</b>	<b>277.31</b>

## ii) Shareholding of Promoters

Sr No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2016			Share holding at the end of the year 31.03.2017			
		No. Of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledge d/ Encumbered to total shares	
								% change in share holding during the year

1	ASHOKKUMAR MATHURDAS ZINZUWADIA	5270000	22.33	0	5270000	22.33	0	0
2	ZINZUWADIA HARESHBHAI M	4590000	19.45	0	4590000	19.45	0	0
3	ZINZUWADIA DARSHIT A	1190000	5.04	0	1190000	5.04	0	0
4	ZINZUWADIA HANSABEN M	2380000	10.08	0	2380000	10.08	0	0
5	KAVITABEN ASHOKKUMAR ZINZUWADIA	1190000	5.04	0	1190000	5.04	0	0

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

Sr. No.	Particulars	Shareholding at the beginning of the year 01.04.2016					Shareholding at the end of year 31.03.2017	
		No. of shares	% of total shares of the company	Date	Increase/Decrease in Share holding	Reason	No. of shares	% of total shares of the company
	At the beginning of the year	14620000	86.00	-	-	-	14620000	61.95
	Changes during the year	-	-	-	-	-	-	-
	At the end of the year	14620000	86.00	-	-	-	14620000	61.95

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

Sr. No	NAME	No. of Shares at the beginning/End of the year	Date	Increase/Decrease in share-holding	Reason	Number of Shares	Percent age of total shares of the company
1	JENIL HARESHKUMAR ZINZUWADIA	1190000	-	-	-	1190000	5.04

2	HETAL HARESHBHAI ZINZUWADIA	1190000	-	-	-	1190000	5.04
3	YUVA TRADING CO. PRIVATE LIMITED	0	-	-	-	560000	2.37
4	NNM SECURITIES					508800	2.16
5	KISHOR PRANJIVANDAS MANDALIA	0	-	-	-	505600	2.14
6	VIMAL RAMNIKLAL AMBANI	0				315200	1.33
7	INTERFACE FINANCIAL SERVICES LTD	0	-	-	-	289600	1.23
8	SWORD EDGE COMMERCIALS LTD	0	-	-	-	240000	1.02
9	AFFLUENCE SHARES AND STOCKS PRIVATE LIMITED	0	-	-	-	224000	0.95
10	MIKER FINANCIAL CONSULTANTS PVT LTD	0	-	-	-	208000	0.88
		23,80,000	-	-	-	5231200	22.16

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

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

DARSHIT A - WTD	of the year At the End Of the year	
(4) JATIN D DHINORA, KMP- CFO	At the Beginning of the year	
	At the End Of the year	
(5) Anjali Raythaththa, CS - KMP	At the Beginning of the year	
	At the End Of the year	

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount (as stated under RHP)	-	650807000.00	-	650807000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	650807000.00	-	650807000.00
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
Addition	-	-	-	-
Reduction	-	35533716.34	-	35533716.34
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	615273283.66	-	615273283.66
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	615273283.66	-	615273283.66

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Name of MD/ WTD			
		ASHOK KUMAR MATHU RDAS ZINZU WADIA - MD	ZINZUW ADIA HARES HBHAI M - WTD (WTD)	ZINZUW ADIA DARSHI T A - WTD	Total Amount
1.	Gross salary	4800000	4800000	4800000	14400000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961				0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act,1961				0
2.	Stock Option				NIL
3.	Sweat Equity				NIL
4.	Commission				
	- as % of profit				NIL
	- others, specify				NIL
5.	Others, please specify				NIL
	Total (A)	4800000	4800000	4800000	14400000
	<i>Ceiling as per the Act</i>				

*B. Remuneration to other directors:*

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



Total Managerial Remuneration	-	-	-	-	-
Overall Ceiling as per the Act	-	-	-	-	-

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary	102000	308934	410934
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of Perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total	102000	308934	410934

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

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

**Date: 17<sup>th</sup> August, 2017**  
**Place: Rajkot.**

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

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

**“Annexure B”**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
***For The Financial Year Ended 31<sup>st</sup> March 2017***  
***[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies***  
***(Appointment and Remuneration of Managerial Personnel) Rules, 2014]***

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the audit period covering the financial year ended on 31st March, 2017 ('Audit Period'), the Company has, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations & Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

- e. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (w.e.f. December 1, 2015)
- f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as the company has not issued any debt securities;**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **Not Applicable as the Company has not delisted / proposed to delist its equity shares from any Stock Exchange during the Year under review;**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the financial year under review.**

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

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

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

- i) Secretarial Standards issued by the Institute of Company Secretaries of India, w.e.f. July 1, 2015.
- ii) The Listing Agreements entered into by the Company with the BSE Limited. (SME Platform)

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

The company has accepted unsecured loan prior to conversion from partnership firm to company and we have been informed by the board of directors that no new loans have been accepted and further the old unsecured loan have also been repaid in the current financial year.

I further report that:

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

with the SS 1 and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

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

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 during the Audit Period the company has done transaction as under which can be considered material in nature:

- The company has been converted to Radhika Jeweltech Limited from Radhika Jeweltech – a Partnership firm with effect from July 22, 2016.
- The company has come out with public issue of 66,00,000 Equity shares and listed its share on Bombay Stock Exchange (SME Platform) on September 27, 2016.

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

**Place: Rajkot**  
**Date: August 17, 2017**

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

Sd/-

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

## **ANNEXURE –A**

To,  
The Members,  
Radhika Jeweltech Limited  
Rajkot.

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

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

**Place: Rajkot**  
**Date: August 17, 2017**

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

Sd/-

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

## **ANNEXURE - C**

### **FORM NO. AOC -2**

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

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

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

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	No such transactions entered into during the F.Y. 2016-17
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	<ul style="list-style-type: none"><li>Ashokkumar M. Zinzuwadia – Managing Directors</li><li>Hareshbhai M. Zinzuwadia – Whole Time Directors</li><li>Ami D. Zinzuwadia - Directors are partners</li></ul>

b)	Nature of contracts/arrangements/transaction	Purchase, Sales, Job work, Service, Rent/lease expense
c)	Duration of the contracts / arrangements / transaction	July 2016 - March 2017 - Ongoing
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	To enter into the contracts in any numbers and of any value for sale or purchase of goods to or from related parties
e)	Date of approval by the Shareholder	01.08.2016
f)	Amount paid as advances, if any	N.A.

**Date: August 17, 2017**  
**Place: Rajkot.**

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

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

## “ANNEXURE - D”

**PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) AND SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

REQUIREMENTS OF RULE 5(1)	DETAILS	
the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;	<b>Director</b>	<b>During the F.Y. 2016-2017</b>
	Ashokkumar M. Zinzuwadia	-
	Hareshbhai M. Zinzuwadia	-
	Darshit A. Zinzuwadia	-
The company has appointed the Managing director and whole – time director in July 23, 2016, remuneration received part of the year hence not calculated.		
The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	<b>Director</b>	<b>F.Y. 2016-17</b>
	Ashokkumar M. Zinzuwadia	-
	Hareshbhai M. Zinzuwadia	-
	Darshit A. Zinzuwadia	-
	<b>Key Managerial Personnel</b>	
	Jatin Dhinora – CFO	-



	Anjali Raythaththa - CS	-
The company has appointed the Managing director and whole – time director on July 23, 2016, and CFO July 25, 2016 and CS on January, 2017		
The number of permanent employees on the rolls of company;	36	
The explanation on the relationship between increase in remuneration and company performance;	Increase in remuneration of key managerial personnel which is partly based on the results of the Company and partly on the individual performance.	
comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	Increase in remuneration of key managerial personnel which is partly based on the results of the Company and partly on the individual performance.	
The key parameters for any variable component of remuneration availed by the directors;	All employees including Managing Director and Whole Time Director's not entitlement to incentive. Remuneration which is based on the individual's performance and company's financial performance.	
The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	The Managing Director & Whole time director are the highest paid directors. No employee received remuneration higher than Managing Director & Whole time director.	
Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2017 is as per the Remuneration Policy of the Company.	

#### Details of employees under section 134(3)(q) of the Companies Act, 2013

Name	Designation	% of equity shares	Remuneration	Date of Appointment	Total Experience
Ashokkumar M.	Chairman &	22.33	48,00,000	July 23, 2016	More than 29

Zinzuwadia	Managing Director				years
Hareshbhai M. Zinzuwadia	Whole time Director	19.45	48,00,000	July 23, 2016	More than 21 years
Darshit A. Zinzuwadia	Whole time Director	5.04	48,00,000	July 23, 2016	More than 2 years

**Date: 17<sup>th</sup> August, 2017**  
**Place: Rajkot.**

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

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

# **MANAGEMENT DISCUSSION AND ANALYSIS**

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

### **INDUSTRY STRUCTURE**

The Radhika Jeweltech Limited (Radhika Jewellers – erstwhile Partnership firm) is engaged in the business of gold, silver, platinum, diamond jewellerys and ornaments. The Radhika Jeweltech Limited (Radhika Jewellers – erstwhile Partnership firm) is a 30-years old jewellery manufacturer and merchant. Over the years, the Company earned huge trust and confidence from customers to emerge as a leading player. Today, the company has established itself to become one of the leading premium jewellery brands.

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

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

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

### **DEVELOPMENTS**

The Gems and Jewellery sector is witnessing changes in consumer preferences due to adoption of western lifestyle. Consumers are demanding new designs and varieties in jewellery, and the company is able to fulfill their changing demands better than the other local players. Moreover, increase in per capita income has led to an increase in sales of jewellery as the jewellery is a status symbol in India.

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

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

## **2. OPPORTUNITIES AND THREATS**

### **OPPORTUNITIES**

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

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

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

### **THREATS**

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

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

## **3. FINANCIAL PERFORMANCE**

The revenue from operation of the company during the maiden financial year ended 31st March, 2017 is Rs. 156.87 Crore. The company has achieved the Net profit of Rs.9.25 Crore during the year ended 31st March, 2017.

## **4. RISK & CONCERNS**

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

## **5. INTERNAL CONTROL SYSTEMS**

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

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

The Company's Human Resources philosophy is to establish and build a strong performance and competency driven culture with greater sense of accountability and responsibility. The Company has 36 employees on rolls as on 31st March, 2017. Given the nature of the operations, a significant portion of the said employee strength comprises of administrative, Marketing, skilled and unskilled employees. The Management continued to enjoy cordial relations with the Employees resulting in motivation, efficiency and productivity. Your management feels proud to state that there were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union within the organization.

## **7. DISCLOSURES**

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

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

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

## **8. CAUTIONARY STATEMENT**

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

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

**Sd/-**  
**ASHOKKUMAR MATHURDAS ZINZUWADIA**  
**Managing Director**  
**DIN: 07505964**  
**Date: 17<sup>th</sup> August, 2017**  
**Place: Rajkot**

# **CORPORATE GOVERNANCE REPORT**

## **I Corporate Governance philosophy:**

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

## **II Board of Directors:**

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

### **A. The details of the Board of Directors as on March 31, 2017 are given below:**

Sr. No.	Name of Directors	Category	Board Meetings during the FY 2016-17		Directorships held in other Companies		Committee, Memberships held in other Companies		Shareholding as on 31.03.2017	Last Annual General Meeting Attended
			Held	Attended	Director	Chairman	Member	Chairman		
1.	Ashokkumar Mathurdas Zinzuwadia (DIN: 07505964)	Promoter / Chairman cum Managing Director	Thirteen	Yes	-	-	-	-	5270000	N.A.
2.	Hareshbhai Mathurbhai Zinzuwadia (DIN: 07505968)	Promoter / Whole-time Director	Thirteen	Yes	-	-	-	-	4590000	N.A.
3.	Darshit Ashokbhai Zinzuwadia (DIN: 07506087)	Promoter / Whole-time Director	Thirteen	Yes	-	-	-	-	1190000	N.A.
4.	Natwarlal Vachhraj Dholakia (DIN:06945854)	Independent Director	Thirteen	Yes	6	-	-	-	-	N.A.
5.	Pravinaben Anantrai Geria	Independent Director	Thirteen	Yes	-	-	-	-	-	N.A.

	(DIN: 07580390)									
6.	Tulsidas Prabhudas Bhanani (DIN: 07587342)	Independent Director	Thirteen	Yes	-	-	-	-	-	N.A.

## **B. Board Meetings**

During the Financial Year 2016-17 Thirteen Board Meetings were held, at the Registered Office of the Company. The maximum time gap between any two board meetings was not more than 120 days.:

Following are details of Board Meetings held in FY 2016-17:

<b>Sr. No.</b>	<b>Date</b>
<b>1</b>	<b>23.07.2016</b>
<b>2</b>	<b>25.07.2016</b>
<b>3</b>	<b>01.08.2016</b>
<b>4</b>	<b>16.08.2016</b>
<b>5</b>	<b>08.09.2016</b>
<b>6</b>	<b>12.09.2016</b>
<b>7</b>	<b>17.09.2016</b>
<b>8</b>	<b>22.09.2016</b>
<b>9</b>	<b>23.09.2016</b>
<b>10</b>	<b>29.09.2016</b>
<b>11</b>	<b>12.11.2016</b>
<b>12</b>	<b>12.01.2017</b>
<b>13</b>	<b>07.03.2017</b>

During the year, One Independent Directors Meeting was held as on 7<sup>th</sup> March, 2017 to discuss inter alia:

- To review the performance of non-independent directors and the Board as whole;
- To review the performance of the Chairperson, and taking into account the views executive and non-executive directors.
- To assess the quality, quantity and timeliness of the flow of information between the company management and the Board that is necessary for the Board to perform their duties.

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

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

- A. Audit Committee
- B. Nomination and Remuneration Committee
- C. Shareholders/Investors Grievances Committee

## **A. Audit Committee:**

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

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

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Approve initial or any subsequent modification of transactions of the Company with related parties;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Monitoring the end use of funds raised through public offers and related matters
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - (a) changes, if any, in accounting policies and practices along with reasons for the same;
  - (b) major accounting entries involving estimates based on the exercise of judgment by management;
  - (c) significant adjustments made in the financial statements arising out of audit findings;
  - (d) compliance with listing and other legal requirements relating to financial statements;
  - (e) disclosure of any related party transactions; and
  - (f) qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;



- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee or contained in the equity listing agreements as and when amended from time to time.

## 2. Composition

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

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

## 3. Meetings and attendance

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

NAME OF MEMBERS	CATAGORY	MEETING AND ATTENDANCE		
		01.08.2016	12.11.2016	14.02.2017
Natwarlal Dholakia Vachhraj	Chairman, Independent Director	YES	YES	YES
Pravinaben Anantrai Geria	Independent Director	YES	YES	YES
Tulsidas Prabhudas Bhanani	Independent Director	YES	YES	YES

## B. Nomination and Remuneration Committee:

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

- The Nomination and Remuneration Committee of the Company consist of the three directors, one of them is a non-executive director and remaining two are Independent directors.
- The broad terms of reference of the Nomination and Remuneration Committee are as under:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity;

## 2. Composition

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

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

## 3. Meetings and attendance

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

NAME OF MEMBERS	CATAGORY	MEETING AND ATTENDANCE			
		25.07.2016	16.08.2016	17.11.2016	21.02.2017
Natwarlal Dholakia Vachhraj	Chairman, Independent Director	YES	YES	YES	YES
Tulsidas Prabhudas Bhanani	Independent Director	YES	YES	YES	YES
Pravinaben Anantrai Geria	Non-executive Director	YES	YES	YES	YES

## C. Stakeholders/ Investors Grievance Committee

### 1. Brief description of terms of reference

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

## 2. Composition

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

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

## 3. Meetings and attendance

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

NAME OF MEMBERS	CATAGORY	MEETING AND ATTENDANCE		
		22.09.2016	12.11.2016	09.02.2017
Pravinaben Anantraí Geria	Chairman, Independent Director	YES	YES	YES
Tulsidas Prabhudas Bhanani	Independent Director	YES	YES	YES
Natwarlal Dholakia Vachhraj	Non-executive Director	YES	YES	YES

Status of Complaints received during the Accounting year ended 31st March, 2017:

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

There were no pending complaints as well as share transfer proposal as on March 31, 2017.

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

### G) General Body Meetings:

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

Financial Year	Venue	Date	Time	Special Resolution passed, If any
<p style="text-align: center;"><i>No AGM held during the year 2016-17 as company has been incorporated on 22<sup>nd</sup> September 2016</i></p>				

There was one Extra-Ordinary General Meeting held during the year 2016-17 at the Registered Office of the Company.

Financial Year	Date	Time	Resolution passed, If any
2016-17	01.08.2016	11:00 A.M.	<ul style="list-style-type: none"> <li>➤ Further Issue of Shares – Special Resolution</li> <li>➤ Appointment of Ashokkumar Zinzuwadia as a Mangaging Director - Ordinary Resolution</li> <li>➤ Appointment of Hareesh Zinzuwadia as a Whole Time Director - Special Resolution</li> <li>➤ Authority for Borrowing Power of the company - Special Resolution</li> <li>➤ Creation of Security on the properties of the company</li> <li>➤ Related Party Transactions</li> </ul>

#### IV Disclosures:

- (a) In the opinion of the Board, none of the transactions of the Company entered into with related parties were in conflict with the interests of the Company. The details of related party transactions are disclosed in the notes to the accounts, forming part of Balance Sheet. The members may kindly refer the same. The register of contracts and arrangements containing transactions in which directors are interested is placed before the Board regularly.
- (b) The Company has complied with statutory compliance and no penalty or stricture is imposed on the Company by the Stock Exchanges or Securities & Exchange Board of India (SEBI), any other statutory authority on any matter related to the capital markets during the financial year.
- (c) As per the Section 149 (8) of Companies Act, 2013 read with the Schedule IV the separate meeting of the Independent Director was held as on 07.03.2017

- (d) The company has established whistle blower mechanism; vigil policy in this regard was uploaded at the website of the company and no personnel have been denied access to Audit Committee.
- (e) While preparing the financial statements of the Company for the year ended March 31, 2017, the management has ensured that all Accounting Standards have been properly followed and there has been no deviation from this practice.
- (f) Directors' Remuneration details for the financial year ended March 31, 2017 to Executive Director :

<b>Name of the Director</b>	<b>Remuneration Total (Rs.)</b>
Ashokkumar Mathurdas Zinzuwadia, Managing Director	48,00,000.00
Hareshbhai Mathurbhai Zinzuwadia, Whole-time Director	48,00,000.00
Darshit Ashokbhai Zinzuwadia , Whole-time Director	48,00,000.00

## **V Means of Communication:**

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

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

## **VI General Shareholders Information:**

Company Registration Details: The Company is registered within the state of Gujarat, ROC, Ahmedabad. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is **U27205GJ2016PLC093050**.

Annual General Meeting	: 1 <sup>st</sup> Annual General Meeting
Date	: 29 <sup>th</sup> September, 2017
Time	: 11.00 A.M.
Venue	: <b>Radhika Jeweltech Limited</b> 3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot 360001. Gujarat. India.
Financial Year	: July 22, 2016 to March 31, 2017
Book closure dates	: 25/09/2017 to 29/09/2017
Dividend Payment Date	: NA
Registered office	: <b>Radhika Jeweltech Limited</b> 3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot 360001. Gujarat. India
Listing on Stock Exchange	: The Equity shares of the Company are listed Bombay Stock Exchange Limited (SME - Platform). The Listing fee for year 2017 – 2018 (as applicable) has been paid by the Company.
Script Code	: 540125
Scrip ID	: RADHIKAJWE
Demat ISIN no. for CDSL and NSDL	: INE010R01015

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

Month	BSE Limited	
	High	Low
September - 2016	73.95	64.00
October - 2016	68.00	34.00
November- 2016	35.00	34.05
December - 2016	30.95	25.50
January - 2017	27.90	26.50
February - 2017	27.25	23.60
March - 2017	25.00	10.00

**Shareholding Pattern as on 31st March 2017:**

<b>Categories</b>	<b>No. of shares held</b>	<b>Percentage of Shareholding</b>
Promoters	14620000	61.95
Corporate Bodies (Promoter Co.)	0	0
Relatives of Director	2380000	10.08
Foreign Promoters	0	0
Corporate Bodies	2654296	11.25
Mutual Fund	0	0
Banks	0	0
Foreign Institutional Investor	0	0
Non Resident Indians	3200	0.01
Public	3902504	16.54
Clearing Members	40000	0.17
<b>Total</b>	<b>23600000</b>	<b>100.00</b>

De-materialization of Shares and Liquidity	The Company has arrangements with both National Securities Depositories Limited (NSDL) and Central Depository Services (India) Limited (CDSL) to establish electronic connectivity of our shares for scrip less trading. 100% of shares of the Company were held in dematerialized form during the year under review and as on date of this Report.
Outstanding GDR/ADR/Warrants or any convertible instruments, conversion dates and likely impact on equity	Since, the Company has not issued any GDR / ADR / Warrants or any convertible instruments this clause is not applicable
Retail outlet	3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot 360001. Gujarat - India
Address for Correspondence	Satellite Corporate Services Private Limited has been entrusted and appointed as Registrars & Share Transfer agents of the Company. All queries pertaining to transfer, transmission, de-materialization and change of address be directed to them at their following address :  Bigshare Services Private Limited B-302, Sony Apt., Opp. St. Judes High School, 90 Ft Road, Jarimari, Sakinaka, Mumbai - 400059. Maharashtra

**Whistle Blower Mechanism:** The Company has established the Vigil mechanism to report the Genuine concern of the employees under the supervision of Audit Commit Committee. No person has denied access to the chairman of Audit committee.

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

**Prevention of Sexual Harassment Policy:** The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

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



tally with the total number of issued, paid-up, listed and admitted capital of the Company.

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

**By the order of the Board of Directors  
Radhika Jeweltech Limited**

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

**Date: 17<sup>th</sup> August, 2017  
Place: Rajkot.**

### **Declaration**

As provided under the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors of Radhika Jeweltech Limited have confirmed compliance with the Code of Conduct for the year ended March 31, 2017.

**Place: Rajkot  
Date : 17<sup>th</sup> August, 2017**

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

## **CEO/CFO CERTIFICATION**

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

**A.** We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

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

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

**C.** We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.

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

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

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

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

**Place: Rajkot**  
**Date: 17<sup>th</sup> August, 2017**

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

**Jatin Dhinora**  
**CFO**

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

**To,  
The Members  
Radhika Jeweltech Limited**

We have examined the compliance of conditions of Corporate Governance by Radhika Jeweltech Limited (hereinafter referred to as “the Company”), for the year ended March 31, 2017 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as applicable.

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

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

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

**Place: Rajkot  
Date: August 17, 2017**

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

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

## **INDEPENDENT AUDITORS' REPORT**

### **TO THE MEMBERS OF RADHIKA JEWETECH LIMITED.**

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of RADHIKA JEWETECH LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Financial Statements**

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

#### **Auditor's Responsibility**

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

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

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### **Opinion**

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

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure-A** a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books (and proper returns adequate for the purposes of our audit have been received from the branches which is also audited by us)
  - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.[and the returns received from the branches which are prepared by us]
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
  - g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. Company had provided requisites disclosure in financial statement as to holding as well as dealing in specified Bank Notes during the period from 8th November 2016 to 30th December 2016. These are in accordance with the books of accounts maintained by the company.

for H. S. JANI & ASSOCIATES  
Chartered Accountants

HERSH SAMIR JANI  
Proprietor  
M. No. : 124104  
FRN : 127515W

Place : AHMEDABAD  
Date : 28/06/2017

**RADHIKA JEWETECH LIMITED**  
**BALANCE SHEET AS AT 31/03/2017**

In `

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

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

For RADHIKA JEWETECH LIMITED

HERSH SAMIR JANI

(PROPRIETOR)  
M. NO. : 124104

ASHOKKUMAR  
MATHURDAS  
ZINZUWADIA

(MANAGING DIRECTOR)

(DIN : 07505964)

DARSHIT ASHOKBHAI  
ZINZUWADIA

(WHOLETIME DIRECTOR)

(DIN : 07506087)

POOJA SEJPAL  
(Company Secretary)

**RADHIKA JEWETECH LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2017**

In `

Particulars	Note	31/03/2017
Revenue from operations	4.6	1568689929.00
Other income	4.7	47709474.35
<b>Total Revenue</b>		<b>1616399403.35</b>
<b>Expenses</b>		
Cost of materials consumed	4.8	-
Purchases of Stock-in-Trade	4.9	1467231558.00
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	5.0	(43797994.00)
Employee benefits expense	5.1	8411034.00
Finance costs	5.2	47859804.39
Depreciation and amortization expense	5.3	2640370.00
Other expenses	5.4	28681296.54
<b>Total expenses</b>		<b>1511026068.93</b>
Profit before exceptional, extraordinary and prior period items and tax		105373334.42
Exceptional items	5.5	-
Profit before extraordinary and prior period items and tax		105373334.42
Extraordinary Items	5.6	-
Profit before prior period items and tax		105373334.42
Prior Period Items	5.7	-
Profit before tax		105373334.42
Tax expense:	5.8	
Current tax		13000000.00
Deferred tax		(176075.00)
Profit/(loss) for the period from continuing operations		92549409.42
Profit/(loss) from discontinuing operations	5.9	-
Tax expense of discontinuing operations		-
Profit/(loss) from Discontinuing operations (after tax)		-
Profit/(loss) for the period		92549409.42
Earnings per equity share:	6.1	
Basic		3.92
Diluted		3.92

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

For RADHIKA JEWETECH LIMITED

HERSH SAMIR JANI

(PROPRIETOR)  
M. NO. : 124104

ASHOKKUMAR  
MATHURDAS  
ZINZUWADIA

(MANAGING DIRECTOR) (WHOLETIME DIRECTOR)

(DIN : 07505964)

DARSHIT ASHOKBHAI  
ZINZUWADIA

(DIN : 07506087)

POOJA SEJPAL  
(Company Secretary)

**NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2017****2.1 Share Capital**

In `

Particulars	31/03/2017
<b>Authorised</b>	
25000000 Equity Shares of ` 10/- Par Value	250000000.00
	<b>250000000.00</b>
<b>Issued</b>	
23600000 Equity Shares of ` 10/- Par Value	236000000.00
	<b>236000000.00</b>
<b>Subscribed</b>	
23600000 Equity Shares of ` 10/- Par Value	236000000.00
	<b>236000000.00</b>
<b>Paidup</b>	
23600000 Equity Shares of ` 10/- Par Value Fully Paidup	236000000.00
	<b>236000000.00</b>

**Holding More Than 5%**

Particulars	31/03/2017	
	Number of Share	% Held
ASHOKKUMAR MATHURDAS ZINZUWADIA	5270000	22.33
DARSHIT A ZINZUWADIA	1190000	5.04
HANSABEN M ZINZUWADIA	2380000	10.08
HARESHBHAI M ZINZUWADIA	4590000	19.45
HETAL HARESHBHAI ZINZUWADIA	1190000	5.04
JENIL HARESHKUMAR ZINZUWADIA	1190000	5.04
KAVITABEN ASHOKKUMAR ZINZUWADIA	1190000	5.04
Ashokkumar Zinzuwadia	0	0.00

**2.2 Reserve and Surplus**

In `

Particulars	31/03/2017
Additions	429000000.00
	<b>429000000.00</b>
Profit and Loss Opening	317256983.71
Amount Transferred From Statement of P&L	92549409.42
Appropriation and Allocation	
Others	10105793.00
	<b>(10105793.00)</b>
	<b>399700600.13</b>
	<b>828700600.13</b>

**2.3 Money Received Against Share Warrants**



Particulars	31/03/2017
	0.00

#### 2.4 Share Application Money Pending Allotment

In `

Particulars	31/03/2017
	0.00

#### 2.5 Long Term Borrowings

In `

Particulars	31/03/2017
Loan and Advances From Related Parties	
Unsecured	
Director	41179270.67
Other	204094012.99
	615273283.66

#### 2.6 Other Long Term Liabilities

In `

Particulars	31/03/2017
Trade Payables	
	0.00

#### 2.7 Long Term Provisions

In `

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

#### 2.8 Short Term Borrowings

In `

Particulars	31/03/2017
	0.00

#### 2.9 Trade Payables

In `	
Particulars	31/03/2017
<b>Creditors Due others</b>	
Supplier for Goods	67831171.00
Creditor for Expense	1123092.88
Creditors for Others	560431.00
	<b>69514694.88</b>

### 3.0 Other Current Liabilities

In `	
Particulars	31/03/2017
<b>Current maturities of long-term debt</b>	
<b>Other payables</b>	
<b>Other Current Liabilities</b>	
Advance from Customer	1713956.00
	<b>1713956.00</b>

### 3.1 Short Term Provisions

In `	
Particulars	31/03/2017
<b>Employee Benefits</b>	
<b>Provident Fund Scheme</b>	
Provident Fund	70002.00
<b>Other Employee Liabilities Related Provision</b>	
Provision for Employee ESI	19789.00
<b>Tax Provision</b>	
<b>Current Tax</b>	
Tax Provision	13000000.00
<b>Others</b>	
Provision for Audit Fees	100000.00
Provision for TDS	135352.00
	<b>13325143.00</b>

### 3.2 Tangible assets

In `

Particulars	Gross			Depreciation			Impairment			Net	
	Opening	Addition	Deduc tion	Closing	Opening	During Period	Deduc tion	Other Adj.	Closing	Opening	Closing
Building											
Office Building											
Shop Premise	2347963.00			2347963.00							
<b>Total</b>	<b>2347963.00</b>			<b>2347963.00</b>					<b>78946.00</b>	<b>2269017.00</b>	<b>2347963.00</b>
Plant and Machinery											
Wind Mill Power Project	14.00			14.00							
Gold Furnace	48893.00			48893.00							
<b>Total</b>	<b>48907.00</b>			<b>48907.00</b>					<b>6110.00</b>	<b>42783.00</b>	<b>48893.00</b>
Equipments											
Office Equipments											
Shop Equipment	1993231.21	1400.00		1994631.21							
<b>Total</b>	<b>1993231.21</b>	<b>1400.00</b>		<b>1994631.21</b>					<b>357857.00</b>	<b>1636774.21</b>	<b>1993231.21</b>
Computer Equipments											
COMPUTER	167772.00	278288.00		446060.00							
SOFTWARE		418950.00		418950.00							
<b>Total</b>	<b>167772.00</b>	<b>697238.00</b>		<b>865010.00</b>					<b>189064.00</b>	<b>675946.00</b>	<b>167772.00</b>
Furniture and Fixtures											
Furniture	644779.00			644779.00							
<b>Total</b>	<b>644779.00</b>			<b>644779.00</b>					<b>115253.00</b>	<b>529526.00</b>	<b>644779.00</b>
Vehicles											
Motor Vehicles											
Maruti Baleno	922700.00			922700.00							
Motor Car Mercedes Two Wheeler	5001299.00			5001299.00							
Motor Car	91488.00	59052.00		150520.00							
Motor Car - Fortuner	1288216.00			1288216.00							
<b>Total</b>	<b>7303683.00</b>	<b>3707915.00</b>		<b>11011598.00</b>					<b>1893140.00</b>	<b>9118458.00</b>	<b>7303683.00</b>
<b>Grand Total</b>	<b>12506335.21</b>	<b>4406553.00</b>	<b>0.00</b>	<b>16912888.21</b>	<b>0.00</b>	<b>2640370.00</b>	<b>0.00</b>	<b>0.00</b>	<b>2640370.00</b>	<b>14272518.21</b>	<b>12506335.21</b>
<b>Previous</b>	<b>12951379.21</b>	<b>193200.00</b>	<b>0.00</b>	<b>13144579.21</b>	<b>0.00</b>	<b>638244.00</b>	<b>0.00</b>	<b>0.00</b>	<b>638244.00</b>	<b>12506335.21</b>	<b>12951379.21</b>

### 3.3 Intangible assets

In `

Particulars	Gross			Amortisation			Impairment			Net	
	Opening	Addition	Deduction	Closing	Opening	During Period	Deduc tion	Other Adj.	Closing	Opening	Closing
<b>Grand Total</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Previous</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

### 3.4 Capital work-in-progress

In `

Particulars	31/03/2017
	0.00

### 3.5 Intangible assets under development

In `

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

### 3.6 Non-current investments

In `

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

### 3.7 Deferred Taxes

In `

Particulars	31/03/2017
<b>Deferred Tax Liabilities</b>	
Depreciation	(176075.00)
	(176075.00)

### 3.8 Long-term loans and advances

In `

Particulars	31/03/2017
<b>Security Deposits</b>	
<b>Secured, considered good</b>	
BSE Security Deposit	2475000.00
<b>Loans and advances to others</b>	
	2475000.00

### 3.9 Other non-current assets

In `

Particulars	31/03/2017
<b>Trade Receivable</b>	
<b>Unsecured, Considered Good</b>	
	0.00

#### 4.0 Current investments

In `

Particulars	31/03/2017
	0.00

#### 4.1 Inventories

In `

Particulars	31/03/2017
<b>Raw Material</b>	
Inventory	52628385.00
<b>Finished Goods</b>	
Inventory	787018041.00
	<b>839646426.00</b>

#### 4.2 Trade receivables

In `

Particulars	31/03/2017
<b>Trade Receivable</b>	
<b>Unsecured considered good</b>	
<b>Within Six Months</b>	
Trade Receivable	1319450.00
<b>Exceeding Six Months</b>	
Trade Receivable	34900.00
	<b>1354350.00</b>

#### 4.3 Cash and cash equivalents

In `

Particulars	31/03/2017
Cash in Hand	5029004.78
<b>Balances With Banks</b>	
<b>Balance With Scheduled Banks</b>	
<b>Current Account</b>	
HDFC Bank	6985758.17
HDFC Bank Credit Card	130950.00
HDFC Bank - 502/8411	755936576.51
<b>Deposit Account</b>	
HDFC FD	2500000.00
	<b>770582289.46</b>

Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the Table below:-

	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08-11-2016	60903333.78		<b>60903333.78</b>
(+) Permitted receipts	12000.00	22274091.00	<b>22286091.00</b>
(-) Permitted payments		260116.00	<b>260116.00</b>
(-) Amount deposited in Banks	60915000.00	18000000.00	<b>78915000.00</b>
Closing cash in hand as on 30-12-2016	<b>333.78</b>	<b>4013975.00</b>	<b>4014308.78</b>

Explanation : For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated the 8th November, 2016.

#### 4.4 Short-term loans and advances

In `

Particulars	31/03/2017
<b>Security Deposits</b>	
<b>Loans and advances to others</b>	
<b>Unsecured, considered good</b>	
Advance to Suppliers	3129890.00
Advance to Artisans	4813958.00
Advance for Expenses	71496.00
Salary Paid in Advance	27267.00
	<b>8042611.00</b>

#### 4.5 Other current assets

In `

Particulars	31/03/2017
Advance Tax	25000000.00
Pre operative Exp	2007296.00
VAT under Protest	303597.00
Windmill Electric Energy Sales Receivable	160364.00
Central Depository Service (India) Ltd	10362.00
VAT	496789.00
	<b>27978408.00</b>

#### 4.6 Revenue from operations

In `

Particulars	31/03/2017
<b>Sale of Products</b>	
<b>Other Goods</b>	
24 ct Gold	603776714.00
22 ct Gold	934097928.00
18 ct Gold	13252694.00
Diamond	5961480.00
Diamond Jewellery	3942601.00
Agni Ornaments	851731.00
ISHTA Ornaments	3468853.00
Labour Income	3337928.00
	<b>1568689929.00</b>

#### 4.7 Other income

In `

Particulars	31/03/2017
<b>Miscellaneous</b>	
Employee Salary Deductions	94750.00
Wind Mill Elec Energy Sale	1748573.00
Short Term Profit on Mutual Funds	43634499.35
Gold Loan Revaluation Income	681020.00
Business Development	284192.00
Income from Stock Valuation	1266440.00
	<b>47709474.35</b>

#### 4.8 Cost of materials consumed

In `

Particulars	31/03/2017
	<b>0.00</b>

#### 4.9 Purchases of Stock-in-Trade

In `

Particulars	31/03/2017
<b>Stock in Trade</b>	
22 ct Gold	830910554.00
24 ct Gold	370594018.00
18 ct Gold	15406632.00
Diamond	2726121.00
Diamond Jewellery	1597812.00
22 ct Gold (Old)	245996421.00
	<b>1467231558.00</b>

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

In `

Particulars	31/03/2017
<b>Opening</b>	
Stock in Trade	795848432.00
	<b>795848432.00</b>
<b>Closing</b>	
Stock in Trade	839646426.00
	<b>839646426.00</b>
<b>Increase/Decrease</b>	
Stock in Trade	(43797994.00)
	<b>(43797994.00)</b>

## Details of Changes in Inventory

Particulars	31/03/2017
<b>Stock in Trade</b>	
Inventory	(43797994.00)
	<b>(43797994.00)</b>

## 5.1 Employee benefits expense

In `

Particulars	31/03/2017
<b>Salary, Wages &amp; Bonus</b>	
Salary Exp	2707598.00
Bonus	456838.00
Labour Expense	1784486.00
<b>Contribution to Provident Fund</b>	
EPF Exp	349705.00
<b>Leave Encashment Expenses</b>	
Employee Leave Pay	198010.00
<b>Employee Medical Insurance Expenses</b>	
Medical Insurance Exp	845164.00
<b>Other Employee Related Expenses</b>	
ESI Exp	102128.00
Conveyance Exp	907750.00
HRA Allowance	1059355.00
	<b>8411034.00</b>

## 5.2 Finance costs

In `

Particulars	31/03/2017
<b>Interest Expenses</b>	
<b>Bank Charges</b>	
Bank Commission	280515.10
<b>Other Interest Charges</b>	
Interest Exp	46979173.00
<b>Finance Charges</b>	
<b>Other Finance Charges</b>	
Credit Card Commission	600116.29
	<b>47859804.39</b>

## 5.3 Depreciation and amortisation expense

In `

Particulars	31/03/2017
<b>Depreciation &amp; Amortisation</b>	
Depreciation Tangible Assets	2640370.00
	<b>2640370.00</b>

#### 5.4 Other expenses

In `

Particulars	31/03/2017
<b>Administrative and General Expenses</b>	
<b>Telephone Postage</b>	
Telephone Expenses	77109.00
Mobile Expense	96213.25
<b>Printing Stationery</b>	
Stationary	16605.00
<b>Rent Rates And taxes</b>	
Rates and Taxes	98557.00
<b>Auditors Remuneration</b>	
Audit Fees	100000.00
<b>Managerial Remuneration</b>	
Salary To Director	14400000.00
<b>Repairs Maintenance Expenses</b>	
Computer Repair & Maintenance	13205.00
Vehical Repair & Maintenance	230555.00
<b>Electricity Expenses</b>	
Electricity Exp	394831.00
<b>Travelling Conveyance</b>	
Business Tour Exp	201212.71
<b>Legal and Professional Charges</b>	
Legal Charges	86800.00
<b>Insurance Expenses</b>	
Vehical Insurance Exp	167031.00
<b>Vehicle Running Expenses</b>	
Petrol Exp	282772.21
<b>Donations Subscriptions</b>	
Donation	107295.00
<b>Safety and Security Expenses</b>	
Security Exp	225162.00
<b>Information Technology Expenses</b>	
Software Development Exp	3600.00
<b>Subscriptions, Membership Fees</b>	
Membership Fees	2300.00
<b>Registration and Filing Fees</b>	
Registration Fees	543874.00
IPO Expense	4031283.00
<b>Other Administrative and General Expenses</b>	
Interest on TDS Late Payment	4708.00
Interest on VAT	1148.00
Shop Exp	317741.00
Wind Mill Power Project Activity Exp	104453.74
Packing Meterial Exp	1536979.00
Interest on Income Tax	54086.00
Discount	13983.28
Accounting Fees	45000.00
Designing Exp	1000000.00
Shop Rent Exp	8550.00
Jewellery Block Policy	380650.00
Shop Maintenance Charges	18770.00
Gold Loan Usance Charges	1201800.00
<b>Selling Distribution Expenses</b>	
<b>Advertising Promotional Expenses</b>	
Advertisement Exp	2862042.35
<b>Transportation Distribution Expenses</b>	
Courrior Exp	52980.00
	<b>28681296.54</b>

#### 5.5 Exceptional items

In `

Particulars	31/03/2017
	0.00

#### 5.6 Extraordinary Items

In `



Particulars	31/03/2017
	0.00

#### 5.7 Prior Period items

Particulars	31/03/2017
	0.00

#### 5.8 Tax expense

Particulars	31/03/2017
<b>Current tax</b>	
Tax Provision	13000000.00
<b>Deferred tax</b>	
Deferred Tax	(176075.00)
	<b>12823925.00</b>

#### 5.9 Profit/(loss) from discontinuing operations

Particulars	31/03/2017
	0.00

#### 6.1 Earnings per equity share

Particulars	31/03/2017
<b>Earnings Per Equity Share</b>	
<b>Basic</b>	
Basic EPS Before Extra Ordinary Item	3.92
<b>Diluted</b>	
Diluted EPS Before Extra Ordinary Item	3.92

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

For RADHIKA JEWETECH LIMITED

HERSH SAMIR JANI

(PROPRIETOR)  
M. NO. : 124104

ASHOKKUMAR  
MATHURDAS  
ZINZUWADIA  
(MANAGING DIRECTOR) (WHOLETIME DIRECTOR)  
(DIN : 07505964) (DIN : 07506087)

POOJA SEJPAL  
(Company Secretary)

**RADHIKA JEWELTECH LIMITED**

CASH FLOW STATEMENT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2017

	2016-17
	Rs.
<b>A . CASH FLOW FROM OPERATING ACTIVITIES</b>	
Net profit before tax / extraordinary items	399,524,525.13
Adjustments for :	
Provision for Taxation	
Depreciation	2,640,370.00
Preliminary and public issue expenses	
Written off	-
Other income	-
<b>Operating profit before working capital changes</b>	<b>402,164,895.13</b>
Working Capital Changes	
(Increase) / Decrease in stock	(839,646,426.00)
(Increase) / Decrease in trade receivables	(1,354,350.00)
(Increase) / Decrease in other current asset	(27,978,408.00)
(Increase) / Decrease in Loans & Advances	(10,517,611.00)
Increase /(Decrease) in other current liabilities	1,713,956.00
Increase/ (Decrease) in trade payable	69,514,694.88
Increase /(Decrease) in provisions	13,325,143.00
<b>Cash generated from operations</b>	<b>(392,778,105.99)</b>
Cash flow before extraordinary items	
Extraordinary items :	
Income-tax of earlier year	
<b>Net cash of operating activities</b>	<b>(392,778,105.99)</b>
<b>B . CASH FLOW FORM INVESTING ACTIVITIES</b>	
(Increase) / Decrease in fixed assets	(16,912,888.21)
(Increase) / Decrease in Investments	(100,000,000.00)
Other Income	
<b>Net cash from investing activities</b>	<b>(116,912,888.21)</b>
<b>C . CASH FLOW FROM FINANCIAL ACTIVITIES</b>	
Proceeds from Borrowings	
Issue of Equity Share Capital	665,000,000.00
Increase / (Decrease) in Loans & Advances	615,273,283.66
Increase / (Decrease) in deferred credits	
<b>Net cash from financing activities</b>	<b>1,280,273,283.66</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS ( A + B + C )</b>	<b>770,582,289.46</b>
Cash and cash equivalents as at 01/04/2016	-
Cash and cash equivalents as at 31/03/2017	770,582,289.46

**AS PER OUR REPORT OF EVEN DATE**For **RADHIKA JEWELTECH LIMITED**For H. S. JANI & ASSOCIATES  
Chartered Accountants**Proprietor**

Place : Ahmedabad

PAN: AEJPJ2498A

Date : 03/06/2017

FRN : 127515W

## **SIGNIFICANT ACCOUNTING POLICIES**

### **1. METHOD OF ACCOUNTING**

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

### **Use of Estimates**

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

### **3 Basis of accounting / accounting conventions**

The firm uses the Accrual method of Accounting. The financial statements are prepared in conformity with generally accepted accounting principles, which require the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and is disclosures of contingent assets and liabilities at the end of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

### **4. Fixed Assets**

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

### **5. Current Assets**

In the opinion of the Director, the value on realisation of Current Assets, Loans & Advances, if Realised in the ordinary course of the business, shall not be less than the amount, which is stated in the current year balance sheet. The provision for all known liabilities is reasonable and not in excess of the amount considered reasonably necessary.

### **6. Balance Confirmation**

Debit, Credit balance of Sundry Creditors, Sundry Debtors, Unsecured Loans and Loans & Advances are subject to confirmation.

### **7. INCOME AND EXPENDITURE (REVENUE RECOGNITION):**

All the Expenditure and income to the extent considered payable and receivable respective unless specifically stated to be otherwise are accounted for on accrual basis

### **8. PURCHASES**

Purchases are shown as per bills inclusive of tax wherever so charged. Major items of expenditure are accounted for on time/pro rata basis.

### **9. SALE**

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

### **10. Valuation of Stock**

At Average Cost.

### **11. Method of Accounting**

The Firm is following Mercantile System of Accounting.

**12. There are no such items in respect of the following and hence not applicable.**

- (a) Disputed Tax Liabilities
- (b) Provision for Retirement Benefit/Gratuity
- (c) Contingent Liabilities
- (d) Foreign Currency Transactions
- (e) Research and Development Expenditure
- (f) Investment

**13. Income and Expenditure (Revenue Recognition)**

All the Expenditure and Income to the extent considered payable and receivable respective unless specifically stated to be otherwise are accounted for on accrual basis.

**14. Sales and Income**

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

**15. Purchases and Expenditure**

Purchases are shown as per bills inclusive of tax wherever, so charged.

Major items of Expenditure are accounted for on time / pro rata basis.

**16. Remuneration :**

Director	Rs.1,44,00,000
Auditor	Rs. 1,00,000

**17. Deferred Tax Asset / Liability – As per sheet attached****18. Related Party Transaction as per AS - 18**

Name of The Party	Loan Repay	Revaluation Income	Interest Paid	Remunration	Loan Taken	Usance Charges	Designing Charges
HANSABEN M ZINZUWADIA	4824445	-	216212	-	-	-	-
MOHIL A ZINZUWADIA	14985911	-	994205	-	-	-	-
DARSHIT A. ZINZUWADIA HUF	16009044	-	1328378	-	100000	-	-
ZINZUWADIA HARESH FAMILY TRUST	15977565	-	1325206	-	120000	-	-
ASHOK M ZINZUWADIA HUF	20622218	-	1694841	-	-	-	-
HARESH M ZINZUWADIA HUF	20723329	-	1701829	-	100000	-	-
MATHURBHAI B ZINZUWADIA HUF	48816772	-	4042753	-	-	-	-
ASHOKKUMAR M. ZINZUWADIA	261044992	-	10289211	4800000	-	-	-
DARSHIT A. ZINZUWADIA	88162294	-	5489402	4800000	-	-	-
HARESHBHAI M. ZINZUWADIA	256539473	-	14580763	4800000	-	-	-
HETAL H. ZINZUWADIA	22338107	-	1807716	-	-	-	-
JENIL H. ZINZUWADIA	12799574	-	425076	-	5000000	-	-
KAVITA A. ZINZUWADIA	39302770	-	3083581	-	-	-	-
RADHIKA TRADELINK	83630	-	-	-	-	-	-
AKSHAR FINANCE LTD	51247446	-	-	-	-	-	-

ASHOK M. ZINZUWADIA - GOLD LOAN	-	336940	-	-	29730000	594600	-
HARESHBHAI M. ZINZUWADIA-GOLD LOAN	-	344080	-	-	30360000	607200	-
AMI D.ZINZUWADIA	-	-	-	-	-	-	1000000

**14. Balance Sheet** have been regrouped and rearranged wherever necessary.

#### **1) NOTES ON ACCOUNTS :**

- Contingent liability not provided for is also NIL as reported.
- Radhika Jeweltech Limited was incorporated on 22nd July, 2016, under the provisions of chapter XXI of the Companies Act, 2013. Prior to its incorporation as a joint Stock Company as aforesaid, it was a partnership firm under the name & style of M/S. Radhika Jeweltech Constituted as per the terms & conditions contained in the deed of partnership dated 21st May, 2016. The members of the said partnership, for the sake of smooth working and better & effective management and improvement and advancement of business, decided that all the members and co-partners of joint Stock Company would abide and be subject to the declarations and regulations contained in the memorandum and Articles of Association of the company. Under the registration of the Company under Chapter XXI of the Companies Act, 2013 the business and assets and liabilities of M/S. Radhika Jeweltech have become the property of the Company and have been taken at their book-value (i.e. total assets less total liabilities) on and from the date of Incorporation of the company. Accordingly the company shall undertake, pay, observe, satisfy, perform and fulfill the agreements, arrangements and liabilities of the said firm entered into in the name of the said firm and in relation to said business and assets brought in as aforesaid, and indemnify the erstwhile partners, their executors, estates, and effects from and against all actions, proceedings, claims and demands in respect thereof.
- Figures have been rounded off to the nearest rupee.
- The confirmations of balances due to / from parties as per accounts of the company are not received. Any adjustment if necessary will be made when the accounts are settled.
- The Company has not ascertained requirement of AS- 15 post employment benefit as per requirement of AS- 15 and has no define policy thereof.

#### **6. Earning Per Shares**

Particulars	2016-17
1. Profit After Tax(in lacs)	925.49
2. No of Shares	2,36,00,000
3. Earnings per Share	3.92

\* The profit after tax for the period 22/07/2016 to 31/03/2017 does not include profit attributable to the partnership firm before conversion.

7. The Management has assessed whether there is any impairment of Assets, and accordingly there is no loss on impairment of Assets.
8. A survey under the Income Tax Act had taken place on 1st December 2016 at the company premises. Discrepancies were found in physical stock and stock as per books on the same day. As per the Directors, this difference was due to stock lying at other places for which no explanation was available with them. However to buy peace of mind they had disclosed income as a % of Gross profit on sale of the differential stock. The amount to be disclosed comes to Rs.12,66,440/- which is shown as income in the Profit & Loss account.

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

For RADHIKA JEWETECH LIMITED

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

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

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

POOJA SEJPAL  
(Company Secretary)

## **ANNEXURE TO THE AUDITORS' REPORT**

**The Annexure referred to in our report to the members of RADHIKA JEWETECH LIMITED for the year ended 31<sup>st</sup> March, 2017.**

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

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
(b) These fixed assets have been physically verified by the management at reasonable intervals there was no Material discrepancies were noticed on such verification.  
(c) Total Assets of company includes Immovable property also and the title deeds of immovable properties are held in the name of the company.
2. Physical verification of inventory has been conducted at reasonable intervals by the management and there is no material discrepancies were noticed
3. The company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 thus other terms are irrelevant.
4. In respect of loans, investments, guarantees, and security all mandatory provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. The company has accepted new deposits from persons prohibited u/s 73 of the Act. However after conversion from partnership firm to company, no new loans have been accepted. The old monies have been repaid after April 2017.
6. Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. (a) The company is regular in depositing undisputed statutory dues including provident fund, Employee's state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.  
(b) Dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax have been deposited on time there is no dispute is pending on the part of company.
8. The company hasn't made any default in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.
9. The company has raised money of Rs.6.6 Cr ( Plus Premium) by way of initial public offer after its conversion from Partnership firm to Limited Company during the year.
10. Neither company has done any fraud nor by its officers or employees so nothing to be disclosed separately.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals Mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.

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

*for* H. S. JANI & ASSOCIATES  
Chartered Accountants

Place : AHMEDABAD  
Date : 28/06/2017

HERSH SAMIR JANI  
Proprietor  
M. No.: 124104  
FRN: 127515W