

**RADHIKA JEWELTECH LIMITED**

**Fourth  
ANNUAL REPORT  
2019 - 2020**

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<b>4<sup>th</sup> ANNUAL GENERAL MEETING</b>	
<b>DAY:</b>	Wednesday
<b>DATE:</b>	30 <sup>th</sup> September, 2020
<b>TIME:</b>	11.00 AM
<b>VENUE:</b>	Meeting will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility. (Deemed Venue - Regd. Office: Radhika Jeweltech Limited, 3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot 360001, Gujarat. India.

### **COMPANY INFORMATION**

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

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

## **COMMITTEES OF THE BOARD**

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

## **NOTICE**

**Notice** is hereby given that the 4<sup>th</sup> Annual General Meeting of the members of Radhika Jeweltech Limited will be held on Wednesday, 30<sup>th</sup> September, 2020 at 11:00 A.M. through Video Conferencing or other Audio Visual means to transact the following Business:

### **ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Financial Statements of the company for the Financial Year ended 31<sup>st</sup> March, 2020, including audited Balance Sheet as at 31<sup>st</sup> March, 2020, 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 Darshit A. Zinzuwadia (DIN: 07506087), who retires by rotation and being eligible, offers himself for re-appointment.

Date: 2<sup>nd</sup> September, 2020  
Place: Rajkot

By Order of the Board  
For, RADHIKA JEWELTECH LIMITED

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

## NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the Annual General Meeting venue is not required and Annual General Meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.radhikajeweltech.com](http://www.radhikajeweltech.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. The Register of Members and Share Transfer Books will remain closed from Thursday 24<sup>th</sup> day of September 2020 to Wednesday, 30<sup>th</sup> day of September, 2020 (both days inclusive) for the purpose of the Annual General Meeting.
9. As required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015], particulars of Directors seeking appointment/re-appointment are annexed with this notice
10. 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.
11. 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
12. 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
13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act will be available for inspection electronically by Members. They can inspect the same by send email to [compliance.rjl@gmail.com](mailto:compliance.rjl@gmail.com)
14. The Board of Directors has appointed Sandip Nadiyapara, Practising Company Secretary (CP No.15645) as the Scrutinizer to scrutinize the remote e-voting and voting during the AGM in a fair and transparent manner.
15. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman / Managing Director of the Company or in his absence to any other Director authorized by the Board of Directors, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairman / Managing Director or in his absence by the Company Secretary within 48 hours from the conclusion of the AGM at the Registered Office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2020.



16. The result declared along with the Scrutinizer's Report will be placed on the Company's website [www.radhikajeweltech.com](http://www.radhikajeweltech.com) and also on the website of NSDL [https:// evoting.nsdl.com](https://evoting.nsdl.com). The result shall also be submitted with BSE Limited where the Company's shares are listed.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

**The remote e-voting period begins on 27<sup>th</sup> September, 2020 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in	16 Digit Beneficiary ID

demat account with CDSL.	For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [nadiyapars@gmail.com](mailto:nadiyapars@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance.rjl@gmail.com](mailto:compliance.rjl@gmail.com)  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance.rjl@gmail.com](mailto:compliance.rjl@gmail.com).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to

Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

**Details of the director seeking Appointment / Re-Appointment:**

Name of the Director	Darshit Ashokbhai Zinzuwadia
DIN	07506087
Nature	Re-appointment as Whole-Time Director (Retire by Rotation)
Date of Birth	28.08.1991
Qualification	Graduation
Date of Appointment	22.07.2016
Experience	He has more than 7 years experience in the field of Retail Jewellery Business
Directorship Held in other Public Limited Company	NA
No. of Shares Held	1190000
List of other companies in which Directorship are held (other than Section 8Company)	NA
Chairmanship or membership on other companies	NA

## DIRECTORS' REPORT

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

Dear Members,

The Directors of your company present the 4<sup>th</sup> Annual Report on the business and operations of your Company along with the Audited Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2020.

### **FINANCIAL RESULTS**

No.	Particulars	2019-2020 (Amt. in Rs.)	2018-2019 (Amt. in Rs.)
1	Sales and Other Operating Income	1747202776.00	1763508264.00
2	<b>Less:</b> Total Expenses	1608152714.00	1610830429.00
3	Profit before Exceptional & Extraordinary items	139050062.00	152677835.00
4	Exceptional item	<b>0</b>	<b>0</b>
5	Profit before Tax <b>(PBT)</b>	139050062.00	152677835.00
	<b>Less:</b> Tax Expenses:		
6	1) Current Tax	10703142.00	68632238.00
	2) Deferred Tax	290136	(64894.00)
7	Profit After Tax <b>(PAT)</b>	128056784.00	84110491.00
8	Utilised for Dividend	14202202.00	0.00
9	Net Profit carried to Balance Sheet	113854582.00	84110491.00

### **FINANCIAL PERFORMANCE:**

The revenue from operations of the company for the year ended March 31, 2020 was ₹ 174.72 Crore as compared to ₹ 176.35 Crore and Net profit after tax was ₹ 12.81 Crore as compared to ₹ 8.41 Crore during the year under report.

### **RESERVE:**

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

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

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

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

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

### **DIVIDEND:**

The Board of Directors in its meeting held on July 15, 2019 had declared payment of interim dividend of Rs.0.50/- per Equity Share (@ 5 %) on 2,36,00,000 Equity Shares of the Company of face value of Rs. 10/- each fully paid-up aggregating to Rs.1,18,00,000/- Interim dividend was paid to the shareholders as per their shareholding in the Company as on July 23, 2019 (Record Date).

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

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

### **EXTRACT OF ANNUAL RETURN:**

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2020 forms part of this report as "Annexure-A"

### **DEPOSITS:**

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

### **DIRECTORS AND KMP:**

#### ● **Re-appointment/Appointment**

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

## **Declaration by Independent Director**

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

## **Key Managerial Personnel**

The Board of Directors of the Company at its meeting held on November 23 2019 confirmed and approved the appointment of Aditi Gorasia as Company Secretary and Compliance officer in place of Pooja Sejpal pursuant to the provisions of Section 203 of the Companies Act, 2013. Ms. Pooja Sejpal has resigned as Company Secretary and Compliance officer of the Company w.e.f. 31<sup>st</sup> May 2019.

## **COMMITTEES OF THE BOARD:**

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

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

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

## **BOARD EVALUATION:**

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

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

## **REMUNERATION POLICY:**

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior



Management and their remunerations provided in Section 178(3) of the Companies Act 2013, The Remuneration Policy is stated in the Corporate Governance Report.

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

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

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

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

#### **MEETINGS:**

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

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

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

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

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

## **AUDITORS:**

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

Hersh S. Jani, Proprietor of M/s. H. S. Jani And Associates, Chartered Accountants, Ahmedabad (Firm Reg. No. 127515W) was appointed as Statutory Auditors of the Company for a period of 5 years pursuant to Section 139 of the Companies Act, 2013 at Annual General Meeting held on 29/09/2017 to hold office upto the conclusion of 6<sup>th</sup> AGM of the Company to be held in the year 2022, subject to ratification by the Members at every AGM held thereafter. The Company has received a certificate from the said Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of the Companies Act, 2013.

Ministry of Corporate Affairs vide the Companies (Amendment) Act, 2017 notified on May 7, 2018 amended Section 139 of the Act which had done away with the requirement of seeking ratification of Members for appointment of Auditors at every AGM. Accordingly, no Resolution is being proposed for ratification of appointment of Statutory Auditors at the ensuing AGM.

Further, the report of the Statutory Auditors along with the notes on the Financial Statements is enclosed to this Report. The Auditors' Reports do not contain any qualification, reservation, adverse remarks or disclaimer. The observations made in the Auditors' Report are self explanatory and therefore do not call for any further comments.

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and/or Board under Section 143(12) of the Act and Rules framed there under.

### **(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 2019-20. 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, 2020 is annexed herewith marked as **Annexure B** to this Report.

## **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, 2020 received from the senior management team of the Company and the Members of the Board, a declaration of compliance with the Code of Conduct.

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

The Company has adopted a vigil mechanism under Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board And Its Powers) Rule, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Whistle Blower Policy to provide a mechanism to its

directors, employees and other stakeholders to raise concerns, violation of legal or regulatory requirements, misrepresentation of any financial statement and to report actual or suspected fraud or violation of the Code of Conduct of the Company.

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

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

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

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

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

#### **INDUSTRIAL RELATIONS:**

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

#### **PARTICULARS OF EMPLOYEES:**

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

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

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

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

Further, to comply with the requirements of the Corporate Social Responsibility (CSR) as per section 135 of the Companies Act, 2013, the Company has also spent towards Corporate Social Responsibility activities and contributed an amount of Rs. 12,63,000/- to the Charitable Institutions which are for the purpose of accomplishment of its objects. The Company was required to spend an amount of Rs. 31,96,780/- being 2% of the average net profit of the immediately preceding three financial year towards CSR activities as per the provisions of section 135 of the Act. The Company could not spend the amount ₹ 19,33,780/- which is required to be spent as a part of Corporate Social Responsibility (CSR).

The company considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of society. The CSR initiatives of company are on the focus areas approved by the Board benefitting the community. However, the company has just embarked on the journey of ascertained CSR programs. For this reason, during the year, the Company's spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013. The CSR activities are scalable with few new initiatives that may be considered in future and moving forward the Company will endeavor to spend the complete amount on CSR activities in accordance with the statutory requirements.

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

#### **IMPACT OF COVID-19 PANDEMIC:**

Due to spread of Covid-19 and in accordance with the various initiatives and direction issued by Central and State Government from time to time and national wide lockdown, have posed challenges to business of the Company. The operations of the company were hit substantially as the retail jewelry showroom of the company had shutdown with effect from March 23, 2020, hence all sales during the lockdown period were lost. However the company had adopted the work from home policy for the office staff during the lockdown period. After the end of second lockdown i.e, on May 18, 2020, the company partially started its business operation. The profitability of the company is expected to impact adversely during the first half of the year

The future impact of the Covid-19 on the Company's business is not possible to ascertain reasonably as it would depend on the situations arising due to the spread of Covid-19. The company will continue to monitor the situation and update stock exchange in case of any material development or change.

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

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

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

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

The company has neither earned nor outgo of foreign exchange.

## **MATERIAL CHANGES AND COMMITMENTS:**

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

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

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

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

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

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

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

- a) In the preparation of the annual accounts for the year ended March 31, 2020, 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, 2020 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: 2<sup>nd</sup> September, 2020**  
**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 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. However, gems and jewellery exports have been recording a decelerating trends since the beginning of FY20 on account of various domestic as well as global challenges including rise in import duty on precious stones viz. polished diamonds and coloured gem stones, tightening of lending terms by banks, declining demand from export markets. To add to this, the spread of COVID-19 has created further hurdles for this export oriented industry. 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.

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 32 years old jewellery manufacturer and merchant. Over the years, the Company earned huge trust and confidence from customers to emerge as a leading player in retail jewellery. 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 focused 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. Businesses are facing challenging conditions as the combination of low to moderate inflation growth and faster increasing labour costs are squeezing profits.



## **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.

We targeting buyers who are constantly looking for something unique. We are also changing our product portfolios and focusing on making customised jewellery to reach these new consumers

The technological innovation and certifications now available to customers are helping the industry to build trust in the minds of new customers. This is expected to help fuel growth of the sector in coming years.

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**

The middle class of India is expected to increase in years to come and this class shall lead to an increase in demand in gold. The online sale of jewellery is increasing day to day. 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 global uncertainty, decrease of interest rates and increasing awareness of gold's returns shall prompt individuals to purchase jewellery and coins for investment.

### **THREATS**

The outbreak of Covid-19 in the county has halted the trading and manufacturing activities. The demand of gold jewellery has also been decreased due to restriction imposed by Government on social events and other functions in the country. The shortage of skilled labour increases the production cost significantly.

### **3. FINANCIAL PERFORMANCE**

The revenue from operation of the company during the maiden financial year ended 31st March, 2020 was ₹ 171.84 Crore. The company has achieved the Net profit of ₹ 12.81 Crore during the year ended 31st March, 2020.

### **4. RISK & CONCERNS**

The key challenges faced by the industry is weakening demand and economic slowdown. The sales of the company has been decreased significantly during the current financial year due to Covid-19 and lockdown imposed by government. The sale of company during the festive seasons like summer wedding, Akshay Tritiya has already been lost. The Company constantly reviews its exposure to various types of risk, whether it be regulatory, operational, environmental, financial. The Company has in place 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 43 employees on rolls as on 31st March, 2020. Given the nature of the operations, a significant portion of the said employee strength comprises of administrative, Marketing, skilled and unskilled employees. The Management continued to enjoy cordial relations with the Employees resulting in motivation, efficiency and productivity. Your management feels proud to state that there were no instances of strikes, lockouts or any other action on part of the employees that affected the functioning of the Company. It is noteworthy that there is no Employee Union within the organization.

### **7. DISCLOSURES**

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

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

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

## **8. CAUTIONARY STATEMENT**

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

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

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

**Date: 2<sup>nd</sup> September, 2020  
Place: Rajkot**

# CORPORATE GOVERNANCE REPORT

## I Corporate Governance philosophy:

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

## II Board of Directors:

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

### A. The details of the Board of Directors as on March 31, 2020 are given below:

Sr. No.	Name of Directors	Category	Board Meetings during the FY 2019-20		Directorship s held in other Companies		Committee, Memberships held in other Companies		Shareholding as on 31.03. 2020	Last Annual General Meeting Attended
			Held	Attended	Director	Chairman	Member	Chairman		
1.	Ashokkumar Mathurdas Zinzuwadia (DIN: 07505964)	Promoter / Managing Director	Eight	Yes	-	-	-	-	5270000	Yes
2.	Hareshbhai Mathurbhai Zinzuwadia (DIN: 07505968)	Promoter / Whole-time Director	Eight	Yes	-	-	-	-	4590000	Yes
3.	Darshit Ashokbhai Zinzuwadia (DIN: 07506087)	Promoter / Whole-time Director	Eight	Yes	-	-	-	-	1190000	Yes
4.	Natwarlal Vachhraj Dholakia (DIN:06945854)	Independent Director	Eight	Yes	6	-	-	-	-	Yes

5.	Pravinaben Anantrai Geria (DIN: 07580390)	Independent Director	Eight	Yes	-	-	-	-	-	Yes
6.	Tulsidas Prabhudas Bhanani (DIN: 07587342)	Independent Director	Eight	Yes	-	-	-	-	-	Yes

## B. Board Meetings

During the Financial Year 2019-20 eight 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 2019-20:

Sr. No.	Date of Board Meeting
1	30.05.2019
2	31.05.2019
3	24.06.2019
4	15.07.2019
5	09.08.2019
6	14.11.2019
7	23.11.2019
8	25.02.2020

## III Committees of Board of Directors

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

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

### A. Audit Committee:

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

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

- Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Approval 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 is as under:

B.	NAME OF MEMBERS	CATAGORY	MEETING AND ATTENDANCE			
			30.05.2019	21.08.2019	14.11.2019	06.02.2020
	Natwarlal Dholakia Vachhraj	Chairman, Independent Director	YES	YES	YES	YES
	Pravinaben Anantrai Geria	Independent Director	YES	YES	YES	YES
	Tulsidas Prabhudas Bhanani	Independent Director	YES	YES	YES	YES

### B. Nomination and Remuneration Committee:

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

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

## 2. Composition

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

Name of the Director	Status in Committee	Nature of Directorship
Natwarlal Dholakia Vachhraj	Chairman	Independent Director
Tulsidas Prabhudas Bhanani	Member	Independent Director
Pravinaben Anantraï 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			
		01.05. 2019	26.08. 2019	20.11. 2019	11.02. 2020
Natwarlal Dholakia Vachhraj	Chairman, Independent Director	YES	YES	YES	YES
Tulsidas Prabhudas Bhanani	Independent Director	YES	YES	YES	YES
Pravinaben Anantraï Geria	Independent 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 Anantraï Geria	Chairman	Independent Director
Tulsidas Prabhudas Bhanani	Member	Independent Director
Natwarlal Dholakia Vachhraj	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			
		15.04. 2019	16.07. 2019	22.10. 2019	11.01. 2020
Pravinaben Anantraï Geria	Chairman, Independent Director	YES	YES	YES	YES
Tulsidas Prabhudas Bhanani	Independent Director	YES	YES	YES	YES
Natwarlal Dholakia Vachhraj	Independent Director	YES	YES	YES	YES

Status of Complaints received during the Accounting year ended 31st March, 2020:

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, 2020.

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

## C. Corporate Responsibility Committee

### 1. Brief description of terms of reference

Corporate Social Responsibility (CSR) is fundamentally a philosophy or a vision about the relationship of business and Society. The emerging concept of CSR goes beyond charity and requires the Company to act beyond its legal obligations and to integrate social, environmental and ethical concerns into Company's business process.

Pursuant to Section 135 of the Companies Act, 2013 and the rules made there under, which is effective from 1st April 2014, every Company which

meets the criteria as mentioned in the said Section shall constitute a CSR Committee of the Board for implementation of CSR projects or programs or activities undertaken by the Company.

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

## 2. Composition

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

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

## 3. Meetings and attendance

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

NAME OF MEMBERS	CATAGORY	MEETING AND ATTENDANCE			
		02.04. 2019	25.07 2019	31.10. 2019	18.01 2020
Tulsidas Prabhudas Bhanani	Chairman, Independent Director	YES	YES	YES	YES
Darshit Ashokbhai Zinzuwadia	Whole time Director	YES	YES	YES	YES
Hareshbhai Mathurbhai Zinzuwadia	Whole time Director	YES	YES	YES	YES

## 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
2017.18	Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001	29.09.2017	11:00 A.M. 01:15 P.M	-
2018.19	Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001	29.09.2018	11:00 A.M. 01:30 P.M	Revision in terms of remuneration of 1. Ashokkumar Zinzuwadia, Managing Director, 2. Darshit Zinzuwadia, Whole Time Director and 3. Hareshbhai Zinzuwadia, Whole Time Director
2019.20	Hotel Grand Thakar, Jawahar Road, Opp. Jubilee Garden, Rajkot - 360 001	10.09.2019	11:00 A.M. 01:45 P.M	-

There was no Extra-Ordinary General Meeting held during the year 2019-20.

#### 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) 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.

- (d) While preparing the financial statements of the Company for the year ended March 31, 2020, the management has ensured that all Accounting Standards have been properly followed and there has been no deviation from this practice.
- (e) Directors' Remuneration details for the financial year ended March 31, 2020 to Executive Director :

<b>Name of the Director</b>	<b>Remuneration Total (Rs.)</b>
Ashokkumar Mathurdas Zinzuwadia, Managing Director	1,20,00,000.00
Hareshbhai Mathurbhai Zinzuwadia, Whole-time Director	1,20,00,000.00
Darshit Ashokbhai Zinzuwadia , Whole-time Director	1,20,00,000.00

#### **V Means of Communication:**

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

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

#### **VI General Shareholders Information:**

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

Annual General Meeting	: 4 <sup>th</sup> Annual General Meeting
Date	: 30 <sup>th</sup> September, 2020
Time	: 11.00 A.M.

Venue : Meeting will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility. (Deemed Venue - Regd. Office: Radhika Jeweltech Limited, 3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot 360001, Gujarat. India.

Financial Year : April 01, 2019 to March 31, 2020

Book closure dates : 24/09/2020 to 30/09/2020

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

Listing on Stock Exchange : The Equity shares of the Company are listed Bombay Stock Exchange Limited (SME - Platform). The Listing fee for year 2019 – 2020 (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 2019-20

Month	BSE Limited	
	High	Low
April – 2019	23.00	17.00
May – 2019	29.60	18.00
June – 2019	27.00	22.55
July – 2019	21.50	14.40
August – 2019	18.75	16.00
September – 2019	21.00	17.25
October – 2019	19.75	17.80
November- 2019	19.00	17.30
December – 2019	18.90	18.40
January – 2020	18.35	15.00
February – 2020	18.45	16.30
March - 2020	17.90	13.60

## Shareholding Pattern as on 31st March 2020:

Categories	No. of shares held	Percentage of Shareholding
Promoters and Promoter group	15021600	63.65
Corporate Bodies (Promoter Co.)	0	0
Relatives of Director	2380000	10.08
Foreign Promoters	0	0
Corporate Bodies	409600	1.74
Mutual Fund	0	0
Banks	0	0
Foreign Institutional Investor	0	0
Non Resident Indians	20800	0.09
Public	5768000	24.44
Clearing Members	0	0.00
<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 :  Satellite Corporate Services Private Limited Unit. No.49, Building No. 13 A-B, 2 <sup>nd</sup> Floor, Samhita Commercial Co-Op Society Ltd, Off Andheri Kurla Lane, MTNL Lane, Sakinaka, Mumbai - 400059. Maharashtra

**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 Auditor M/s H. S. Jani & Associates, Chartered Accountants 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 had constituted Audit committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility committee of the Board. The company is committed to comply with the all laws applicable to it in letter and spirit.

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

**Date: 2<sup>nd</sup> September, 2020  
Place: Rajkot.**

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

## **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, 2020.

**Place: Rajkot**  
**Date : 2<sup>nd</sup> September, 2020**

**Sd/-**  
**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: 2<sup>nd</sup> September, 2020**

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

**Vipul D. Parmar**  
**CFO**

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

**To,**  
**The Members**  
**Radhika Jeweltech Limited**  
3-4-5, "Raj Shrungi" Complex,  
Palace Road, Rajkot 360001

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Radhika Jeweltech Limited having CIN L27205GJ2016PLC093050 and having registered office at 3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot 360001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr.No.	Name of Director	DIN	Date of appointment in Company
1.	Ashokkumar M. Zinzuwadia	07505964	22/07/2016
2.	Hareshbhai M. Zinzuwadia	07505968	22/07/2016
3.	Darshit A. Zinzuwadia	07506087	22/07/2016
4.	Pravinaben A. Geria	07580390	23/07/2016
5.	Tulsidas P.Bhanani	07587342	23/07/2016
6.	Natwarlal V. Dholakia	00470090	23/07/2016

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

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

sd/-

**Sandip Nadiyapara**

**ACS No.: 42126 CP No.: 15645**

**UDIN:A042126B000651581**

**Place : Rajkot**  
**Date : 2<sup>nd</sup> September, 2020**

**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, 2020 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as applicable.

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

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

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

**Place: Rajkot  
Date: 28.08.2020**

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

*Sd/-*

**Hersh Samir Jani  
Proprietor  
(Mem. No.124104)  
UDIN : 20124104AAAADM1128**

## INDEPENDENT AUDITOR'S REPORT

To The Members of Radhika Jeweltech Limited

Report on the Audit of the Financial Statements

### Opinion

We have audited the accompanying financial statements of Radhika Jeweltech Limited("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit, and its cash flows for the year ended on that date.

### Basis for Opinion

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

### Emphasis of Matter

We draw attention to Note 38 to the financial statements, which describes the uncertainties and the impact of COVID-19 pandemic on the Company's operations and results as assessed by the management. Our report is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report and Corporate Governance including annexures which shall form part of Annual Report of the company but does not include the financial statements and

our auditor's report thereon. The said reports are expected to be made available to us after the date of this auditor's report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

When we read the said reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance as required under SA 720 'The Auditor's responsibilities Relating to Other Information'.

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

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the 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 Standards and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a

basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the

Companies Act, 2013, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act except the matter specified in Note No. 14(i) to the financial statements.
  - e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the 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 derivative contracts for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For H. S. Jani & Associates,  
Chartered Accountants,  
FRN: 127515W

Place: Ahmedabad  
Date: 28th July, 2020

Hersh S. Jani  
Proprietor  
Mem. No.: 124104  
UDIN: **20124104AAAACZ2164**

## **ANNEXURE "A" TO THE INDEPENDENT AUDITORS' REPORT**

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

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

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



to be disclosed separately.

11. Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule-V to the Companies Act.
12. Company is not a Nidhi Company hence nothing to be disclosed for any provisions applicable on Nidhi Company.
13. All transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards;
14. The company hasn't made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. The company hasn't entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For H. S. Jani & Associates,**  
Chartered Accountants,  
FRN: 127515W

Place: Ahmedabad  
Date: 28<sup>th</sup> July, 2020

**Hersh S. Jani**  
Proprietor  
Mem. No.: 124104  
UDIN:20124104AAAACZ2164

## ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

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

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

We have audited the internal financial controls over financial reporting of Radhika Jeweltech Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

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

### Auditor's Responsibility

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

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

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

#### Meaning of Internal Financial Controls Over Financial Reporting

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

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

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

#### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For H. S. Jani & Associates,  
Chartered Accountants,  
FRN: 127515W

Place: Ahmedabad  
Date: 28th July, 2020

Hersh S. Jani  
Proprietor  
Mem. No.: 124104  
UDIN: **20124104AAAACZ2164**

# Radhika Jeweltech Limited

## BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>A. EQUITY AND LIABILITIES</b>			
<b>1 Shareholder's Funds</b>			
(a) Share Capital	4	2360,00,000	2360,00,000
(b) Reserves and Surplus	5	11441,78,824	10303,24,241
(c) Money received against share warrants		-	-
		<b>13801,78,824</b>	<b>12663,24,241</b>
<b>2 Share Application money pending allotment</b>			
<b>3 Non-Current Liabilities</b>			
(a) Long-Term Borrowings	6	2398,94,314	4928,28,981
(b) Deferred Tax Liabilities (Net)		-	-
(c) Other Long Term Liabilities		-	-
(d) Long Term Provisions	7	49,290	31,304
		<b>2399,43,604</b>	<b>4928,60,285</b>
<b>4 Current Liabilities</b>			
(a) Short-Term Borrowings		-	-
(b) Trade Payables	8	153,52,635	55,97,870
(c) Other Current Liabilities	9	52,78,313	74,77,481
(d) Short-Term Provisions	10	361,86,763	452,75,145
		<b>568,17,711</b>	<b>583,50,496</b>
<b>TOTAL</b>		<b>16769,40,139</b>	<b>18175,35,022</b>
<b>B. ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible assets - (Property, Plant and Equipment)	11	58,42,778	79,92,192
(ii) Intangible assets		-	-
(iii) Capital Work-in-Progress		-	-
(iv) Intangible Assets under Development		-	-
		<b>58,42,778</b>	<b>79,92,192</b>
(b) Non-current investments	12	2000,00,000	2000,00,000
(c) Deferred tax assets	13	9,93,342	12,83,477
(d) Long term loans and advances		-	-
(e) Other non-current assets		-	-
		<b>2068,36,120</b>	<b>2092,75,669</b>
<b>2 Current Assets</b>			
(a) Current investments		-	-
(b) Inventories	14	11923,99,661	11009,60,519
(c) Trade receivables	15	24,15,489	25,46,589
(d) Cash and cash equivalents	16	1851,63,594	4479,74,454
(e) Short-term loans and advances	17	11,31,571	9,55,520
(f) Other Current Assets	18	889,93,704	558,22,271
		<b>14701,04,020</b>	<b>16082,59,353</b>
<b>TOTAL</b>		<b>16769,40,139</b>	<b>18175,35,022</b>
<b>Significant Accounting Policies</b>	3		
<b>The notes 1 to 38 form an integral part of these financial statements</b>			
In terms of our attached report of even date.		For & on behalf of the Board	
<b>For, H. S. Jani &amp; Associates</b>		<b>For, Radhika Jeweltech Limited</b>	
Chartered Accountants			
FRN : 127515W			
		<b>Ashokkumar M. Zinzuwadia</b>	<b>Darshit A. Zinzuwadia</b>
		(Managing Director)	(Wholetime Director)
		(DIN: 07505964)	(DIN: 07506087)
<b>Hersh S. Jani</b>			
Proprietor		<b>Vipulkumar D. Parmar</b>	<b>Aditi Prafulbhai Gorasia</b>
Membership No. : 124104		(Chief Financial Officer)	(Company Secretary)
Place : Ahmedabad		Place : Rajkot	
Date : 28th July, 2020		Date : 28th July, 2020	
UDIN: 20124104AAAACZ2164			

## Radhika Jeweltech Limited

<b>STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED ON MARCH 31, 2020</b>			
Particulars	Note No.	Year ended on March 31, 2020	Year ended on March 31, 2019
<b>INCOME</b>			
Revenue from Operations	19	17184,32,181	17304,91,646
Other Income	20	287,70,595	330,16,618
<b>TOTAL</b>		<b>17472,02,776</b>	<b>17635,08,264</b>
<b>EXPENSES</b>			
Cost of materials consumed		-	-
Purchases of Stock-in-trade	21	15296,61,525	16479,01,715
Changes in inventories of stock-in-trade	22	(914,39,142)	(2018,06,173)
Employee Benefits Expense	23	476,42,628	416,73,089
Finance Costs	24	252,00,329	431,26,459
Depreciation and Amortization Expense	25	18,93,354	27,11,421
Other Expenses	26	951,94,020	772,23,918
<b>TOTAL</b>		<b>16081,52,714</b>	<b>16108,30,429</b>
Profit before exceptional, extraordinary items and tax		<b>1390,50,062</b>	<b>1526,77,835</b>
Exceptional / Extraordinary Items		-	-
<b>PROFIT BEFORE TAX</b>		<b>1390,50,062</b>	<b>1526,77,835</b>
<b>Tax expense:</b>			
(1) Current tax	27	107,03,142	686,32,238
(2) Deferred tax	27	2,90,136	(64,894)
<b>PROFIT FOR THE PERIOD</b>		<b>1280,56,784</b>	<b>841,10,491</b>
Earning per equity share of Rs. 10 each			
(1) Basic		5.43	3.56
(2) Diluted		5.43	3.56
<b>Significant Accounting Policies</b>	1		
<b>The notes 1 to 38 form an integral part of these financial statements</b>			
In terms of our attached report of even date.	For & on behalf of the Board		
<b>For, H. S. Jani &amp; Associates</b>	<b>For, Radhika Jeweltech Limited</b>		
Chartered Accountants			
FRN : 127515W			
	<b>Ashokkumar M. Zinzuwadia</b>	<b>Darshit A. Zinzuwadia</b>	
	(Managing Director)	(Wholetime Director)	
	(DIN: 07505964)	(DIN: 07506087)	
<b>Hersh S. Jani</b>	<b>Vipulkumar D. Parmar</b>	<b>Aditi Prafulbhai Gorasia</b>	
Proprietor	(Chief Financial Officer)	(Company Secretary)	
Membership No. : 124104			
Place : Ahmedabad	Place : Rajkot		
Date : 28th July, 2020	Date : 28th July, 2020		
UDIN: 20124104AAAACZ2164			

**RADHIKA JEWELTECH LIMITED**

<b>CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2020</b>		
(Amount in Rs.)		
<b>Particulars</b>	<b>Year ended on March 31, 2020</b>	<b>Year ended on March 31, 2019</b>
<b>A . CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax / extraordinary items	1390,50,062	1526,77,835
<b>Adjustments for :</b>		
Depreciation	18,93,354	27,11,421
Preliminary and public issue expenses	-	-
Discount Income	(18,972)	(58,581)
Interest Income	-	-
Short Term Profit on Mutual Funds	(252,54,608)	(295,48,232)
Finance Costs	252,00,329	431,26,459
Gold Loan Revaluation Loss / (Gain)	468,84,794	60,94,478
<b>Operating profit before working capital changes</b>	<b>1877,54,960</b>	<b>1750,03,380</b>
<b>Working Capital Changes:</b>		
(Increase) / Decrease in stock	(914,39,142)	(2018,06,173)
(Increase) / Decrease in trade receivables	1,31,100	(3,10,499)
(Increase) / Decrease in Loans & Advances	(1,76,051)	(6,94,536)
(Increase) / Decrease in other current asset	(397,21,433)	(1,59,616)
Increase /(Decrease) in other current liabilities	(21,99,168)	2,91,929
Increase/ (Decrease) in trade payable	97,73,737	(15,31,622)
Increase /(Decrease) in provisions (excl. tax provisions)	29,604	(6,93,640)
<b>Cash generated from operations before income tax</b>	<b>641,53,607</b>	<b>(299,00,777)</b>
Income-tax Expenses	(600,77,060)	(786,32,238)
<b>Net cash flow from operating activities</b>	<b>40,76,547</b>	<b>(1085,33,015)</b>
<b>B . CASH FLOW FORM INVESTING ACTIVITIES</b>		
Cash Outflow due to purchase of fixed assets	(1,29,817)	(1,14,980)
Cash Inflow due to sale of fixed assets	3,25,000	-
Cash Outflow due to Purchase of Investments	(5850,00,000)	(6750,00,000)
Proceeds from Sale of Investments	6102,54,608	7045,48,232
Interest Income received	-	-
Short term profit on mutual funds	-	-
<b>Net cash from investing activities</b>	<b>254,49,791</b>	<b>294,33,252</b>
<b>C . CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Cash outflow due to repayment of borrowings	(2529,34,667)	(1052,27,848)
Dividends paid (including DDT)	(142,02,202)	-
Finance Costs paid	(252,00,329)	(431,26,459)
<b>Net cash from financing activities</b>	<b>(2923,37,198)</b>	<b>(1483,54,307)</b>
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS ( A + B + C )</b>	<b>(2628,10,860)</b>	<b>(2274,54,070)</b>
Opening Cash and cash equivalents	4479,74,454	6754,28,524
<b>Closing Cash and cash equivalents</b>	<b>1851,63,594</b>	<b>4479,74,454</b>

## RADHIKA JEWELTECH LIMITED

### Notes:

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

In terms of our attached report of even date.

**For, H. S. Jani & Associates**

Chartered Accountants

FRN : 127515W

For & on behalf of the Board

**For, Radhika Jeweltech Limited**

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<b>Ashokkumar M. Zinzuwadia</b>	<b>Darshit A. Zinzuwadia</b>
(Managing Director)	(Wholetime Director)
(DIN: 07505964)	(DIN: 07506087)

**Hersh S. Jani**

Proprietor

Membership No. : 124104

Place : Ahmedabad

Date : 28th July, 2020

UDIN: 20124104AAAACZ2164

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<b>Vipulkumar D. Parmar</b>	<b>Aditi Prafulbhai Gorasia</b>
(Chief Financial Officer)	(Company Secretary)

Place: Rajkot

Date : 28th July, 2020

## RADHIKA JEWELTECH LIMITED

### Notes to financial statement for the year ended March 31, 2020

#### **Note: 1 Corporate information:**

Radhika Jeweltech Limited was incorporated on 22nd July, 2016, under the provisions of the Companies Act, 2013. The company is having registered office in Rajkot, Gujarat, India and mainly in the business of trading of Gold & Diamond Jewellery.

Prior to its incorporation, it was a partnership firm under the name & style of M/S. Radhika Jewellers constituted as per the terms & conditions contained in the deed of partnership dated 21st May, 2016. The members of the said partnership, for the sake of smooth working and better & effective management and improvement and advancement of business, decided that all the members and co-partners of joint Stock Company would abide and be subject to the declarations and regulations contained in the Memorandum and Articles of Association of the Company.

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

#### **Note : 2 Statement of Compliance and Basis of Preparation:**

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 except otherwise stated.

The financial statements are prepared under the historical cost convention on accrual basis except uncertain expenses which are accounted in the year of payment or ascertainment of liability and are in accordance with the generally accepted accounting principles.

#### **Note : 3 Summary of Significant Accounting Policies:**

##### **i) Use of estimates**



## **RADHIKA JEWELTECH LIMITED**

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.

**ii) Fixed Assets and Depreciation:**

Fixed Assets are stated at historical cost net of accumulated depreciation and accumulated impairment losses, if any. 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 over the useful lives specified under Schedule II to the Companies Act, 2013.

**ii) Current Assets and Liabilities:**

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

Debit, Credit balance of Trade Payables, Trade Receivables, Unsecured Loans and Loans & Advances are subject to confirmation.

**iv) Inventories:**

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

**v) 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.

**vi) Revenue from Sale of Goods**

Revenue from sale of goods is recognised on transfer of all significant risks and rewards of ownership to the buyer. Sale are stated at net of Goods & Service Tax (GST) and Trade Discounts.

**vii) Interest income:**

Interest income is accrued on a time basis.

**viii) Gain / loss on revaluation of Gold Loan:**

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

**ix) Investments:**

All the Investments are Long Term Investments and are carried at cost. A provision for diminution is made for decline other than temporary in value of Long Term Investments.

**x) Borrowing Costs:**

The borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**xi) Retirement and other employee benefits:**

***Defined benefit plans***

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

***Defined contribution plans (PF And ESI)***

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

**xii) Income Taxes:**

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

***Current tax***

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

***Deferred tax***

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

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

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

***Current and deferred tax for the period***

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

**xiii) Provisions and contingencies:**

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

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

## Radhika Jeweltech Limited

### Notes to financial statement for the year ended March 31, 2020

#### Note : 4 Share Capital

(Amount in Rs.)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of shares	Amount	No. of shares	Amount
<b>Authorized</b> 25000000 Equity Shares of Rs. 10/- each. (25000000 Equity Shares of Rs. 10/- each as at March 31, 2019).	250,00,000	2500,00,000	250,00,000	2500,00,000
<b>Issued</b> 23600000 Equity Shares of Rs. 10/- each. (23600000 Equity Shares of Rs. 10/- each as at March 31, 2019).	236,00,000	2360,00,000	236,00,000	2360,00,000
<b>Subscribed &amp; Paid up</b> 23600000 Equity Shares of Rs. 10/- each fully paid up. (23600000 Equity Shares of Rs. 10/- each fully paid up as at March 31, 2019).	236,00,000	2360,00,000	236,00,000	2360,00,000
<b>Total</b>	<b>236,00,000</b>	<b>2360,00,000</b>	<b>236,00,000</b>	<b>2360,00,000</b>

a) The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share, without restrictions and are entitled to dividend, as and when declared. In the event of liquidation, all the equity shareholders rank equally and are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts.

b) The Company has not allotted any share pursuant to contract(s) without payment being received in Cash during the period of 5 years immediately preceding the Balance Sheet date.

c) The Company has issued Nil Bonus Shares or allotted any share on payment being received in cash during the period of 5 years immediately preceding the Balance Sheet date.

d) The company has not bought back shares during the period of 5 year immediately preceding the Balance Sheet date.

#### Shareholders holding more than 5% shares and number of shares held

Class of shares / Names of shareholders	As at March 31, 2020		As at March 31, 2019	
	No. of shares held	% holding	No. of shares held	% holding
<b>Equity shares</b>				
Ashokkumar M. Zinzuwadia	52,70,000	22.33%	52,70,000	22.33%
Darshit A. Zinzuwadia	11,90,000	5.04%	11,90,000	5.04%
Hansaben M. Zinzuwadia	23,80,000	10.08%	23,80,000	10.08%
Hareshbhai M. Zinzuwadia	45,90,000	19.45%	45,90,000	19.45%
Hetal H. Zinzuwadia	11,90,000	5.04%	11,90,000	5.04%
Zenil Hareshkumar Zinzuwadia	11,90,000	5.04%	11,90,000	5.04%
Kavitaben A. Zinzuwadia	11,90,000	5.04%	11,90,000	5.04%

#### Note : 5 Reserves & Surplus

Particulars	As at March 31, 2020	As at March 31, 2019
	<b>Securities Premium account</b>	
Opening balance	4290,00,000	4290,00,000
Add: Additions during the year	-	-
Less: Utilised/transferred during the year	-	-
Closing balance	4290,00,000	4290,00,000
<b>Surplus in Statement of Profit &amp; Loss</b>		
Opening Balance	6013,24,241	5172,13,750
Add: Profit / (loss) for the year	1280,56,784	841,10,491
Less: Utilised (for Dividend and DDT) during the year	(142,02,202)	-
Closing balance	7151,78,824	6013,24,241
<b>Total</b>	<b>11441,78,824</b>	<b>10303,24,241</b>

# Radhika Jeweltech Limited

## Notes to financial statement for the year ended March 31, 2020

### Note : 11 Tangible Fixed Assets (Property Plant and Equipment)

(Amount in Rs.)

Particulars	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2019	Additions	Disposals	Balance as at March 31, 2020	Balance as at April 1, 2019	Depreciation for the year	Eliminated on disposal of assets	Balance as at March 31, 2020	WDV as on March 31, 2020	WDV as on March 31, 2019
<b>Owned</b>										
Office Building	23,47,963	-	-	<b>23,47,963</b>	2,94,567	1,00,000	-	<b>3,94,567</b>	19,53,396	20,53,396
Plant and Machinery	48,907	-	-	<b>48,907</b>	20,196	5,194	-	<b>25,390</b>	23,517	28,711
Computer Equipments	10,91,580	62,935	-	<b>11,54,515</b>	7,56,148	1,59,437	-	<b>9,15,585</b>	2,38,930	3,35,432
Office Equipments	20,37,411	66,881	-	<b>21,04,292</b>	10,99,216	2,58,509	-	<b>13,57,725</b>	7,46,567	9,38,195
Furniture & Fixtures	6,81,129	-	-	<b>6,81,129</b>	3,66,760	81,390	-	<b>4,48,150</b>	2,32,979	3,14,369
Motor Vehicles	110,11,598	-	12,88,216	<b>97,23,382</b>	66,89,508	12,88,824	9,02,338	<b>70,75,994</b>	26,47,388	43,22,090
<b>Total (Current Year)</b>	<b>172,18,588</b>	<b>1,29,817</b>	<b>12,88,216</b>	<b>160,60,189</b>	<b>92,26,396</b>	<b>18,93,354</b>	<b>9,02,338</b>	<b>102,17,412</b>	<b>58,42,778</b>	<b>79,92,192</b>
<b>Total (Previous Year)</b>	<b>171,03,608</b>	<b>1,14,980</b>	-	<b>172,18,588</b>	<b>65,14,975</b>	<b>27,11,420</b>	-	<b>92,26,396</b>	<b>79,92,192</b>	<b>105,88,633</b>

# Radhika Jeweltech Limited

## Notes to financial statement for the year ended March 31, 2020

### Note : 6 Long Term Borrowings

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Term Loans</b>		
<b>Unsecured</b>		
From Related Parties (Directors)	2398,94,314	4928,28,981
Less: Current Maturities of Long Term Loans	-	-
	<b>2398,94,314</b>	<b>4928,28,981</b>
<b>Total</b>	<b>2398,94,314</b>	<b>4928,28,981</b>

### Nature of Security & Terms of Repayment of Loan Term Borrowing

Nature of Security	Terms of Repayment
<b>Term Loans</b>	
<b>From Related Parties (Unsecured)</b>	
Unsecured Loan from directors	Repayable after a period of 5 years. Rate of Interest 12% p.a

### Note : 7 Long Term Provisions

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Provision for Employee Benefits</b>		
Gratuity	49,290	31,304
<b>Total</b>	<b>49,290</b>	<b>31,304</b>

### Note : 8 Trade Payables

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Trade Payables</b>		
Payable to Micro and Small Enterprise (refer note below)	67,38,334	41,98,846
Payable to others	86,14,301	13,99,024
<b>Total</b>	<b>153,52,635</b>	<b>55,97,870</b>

Note: This information has been disclosed to the extent received from such parties and / or identified on the basis of information available with the Company. This has been relied upon by the Auditors.

**Radhika Jeweltech Limited**  
**Notes to financial statement for the year ended March 31, 2020**

**Note : 9 Other Current Liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Current Maturities of Long Term Loans</b>	-	-
<b>Other Liabilities</b>		
For Statutory Dues	22,82,287	53,54,373
For Employee Benefits	17,58,606	-
Advance From Coustmer	12,37,420	21,23,108
<b>Total</b>	<b>52,78,313</b>	<b>74,77,481</b>

**Note : 10 Short Term Provision**

Particulars	As at March 31,2020	As at March 31,2019
<b>Provision for Employee Benefits</b>		
Gratuity	1,61,763	1,50,145
<b>Provision for Current Tax</b>		
Tax Provision	359,00,000	450,00,000
<b>Other Provision</b>		
Provision for Audit Fees	1,25,000	1,25,000
<b>Total</b>	<b>361,86,763</b>	<b>452,75,145</b>



**Radhika Jeweltech Limited**  
**Notes to financial statement for the year ended March 31, 2020**

**Note : 12 Non Current Investments**

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Investments in Mutual Funds</b>		
<b>NonTrade, Un-quoted, Fully Paid-Up</b>		
41,73,160 Units of Aditya Birla Sun Life Credit Risk Fund Gr. Regular (As at March 31, 2019: 41,73,160 Units)	500,00,000	500,00,000
18,64,343 Units of DSP Credit Risk Fund-Regular Plan (Growth) (As at March 31, 2019: 18,64,343 Units)	500,00,000	500,00,000
28,89,642 Units of ICICI Prudential Credit Risk Fund (Growth) (As at March 31, 2019: 28,89,642 Units)	500,00,000	500,00,000
36,95,518 Units of Kotak Medium Term Fund - Growth (Regular Plan) (As at March 31, 2019: 36,95,518 Units)	500,00,000	500,00,000
<b>Total</b>	<b>2000,00,000</b>	<b>2000,00,000</b>

**Note : 13 Deferred Tax Asset**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Deferred tax asset on:</b>		
Depreciation	7,02,872	6,76,271
Provision for Employee benefits	2,90,470	3,14,944
Other	-	2,92,262
<b>Total</b>	<b>9,93,342</b>	<b>12,83,477</b>

**Note : 14 Inventories**

Particulars	As at March 31, 2020	As at March 31, 2019
Stock-in-trade (refer note below)	11923,99,661	11009,60,519
<b>Total</b>	<b>11923,99,661</b>	<b>11009,60,519</b>

Note-i) The above stock is valued at lower of cost or net realisable value.

**Note : 15 Trade Receivables**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Unsecured considered good</b>		
Outstanding for a period less than Six Months	4,37,099	4,58,047
Outstanding for a period exceeding Six Months	19,78,390	20,88,542
<b>Total</b>	<b>24,15,489</b>	<b>25,46,589</b>

# Radhika Jeweltech Limited

## Notes to financial statement for the year ended March 31, 2020

### Note : 16 Cash & Cash Equivalents

(Amount in Rs.)

Particulars	As at March 31, 2020	As at March 31, 2019
Cash on Hand	24,26,659	29,20,659
<b>Balances with Banks</b>		
Balances in Current Account	1827,27,994	4450,44,671
Balances with bank against borrowings	8,941	9,124
<b>Total</b>	<b>1851,63,594</b>	<b>4479,74,454</b>

### Note : 17 Short Term Loans & Advances

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Loans and advances to others</b>		
<b>Unecured, considered good</b>		
Advance to Suppliers	6,11,571	2,63,520
Loans and advances to employees	5,20,000	6,92,000
<b>Total</b>	<b>11,31,571</b>	<b>9,55,520</b>

### Note : 18 Other current assets

Particulars	As at March 31, 2020	As at March 31, 2019
Balances with Government Authorities	851,92,005	553,31,662
Prepaid Charges	2,47,242	2,85,656
Other Receivables	35,54,457	2,04,953
<b>Total</b>	<b>889,93,704</b>	<b>558,22,271</b>

**Radhika Jeweltech Limited**  
**Notes to financial statement for the year ended March 31, 2020**

**Note : 19 Revenue from Operations**

(Amount in Rs.)

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
Sale of Products (refer footnote - i)	17177,76,564	17297,75,118
Sale of Services	6,55,617	7,16,528
	<b>17184,32,181</b>	<b>17304,91,646</b>
Less: Excise Duty	-	-
<b>Total</b>	<b>17184,32,181</b>	<b>17304,91,646</b>
<b>Note - i: Sale of products under broad heads</b>		
Pure Gold and Gold Jewellery	16965,94,182	17159,71,719
Loose Diamond and Diamond Jewellery	184,42,589	118,49,417
Platinum Jewellery	27,39,793	19,53,982
<b>Total</b>	<b>17177,76,564</b>	<b>17297,75,118</b>

**Note : 20 Other Income**

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
Gain on sale of investments	252,54,608	295,48,232
Employee Salary Deductions	1,37,150	1,54,700
Wind Mill Elec Energy Sale	33,59,866	32,55,105
Discount Income	18,972	58,581
<b>Total</b>	<b>287,70,595</b>	<b>330,16,618</b>

**Note : 21 Purchases of Stock-in-Trade**

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
<b>Purchases of Stock-in-trade under broad heads</b>		
Pure Gold and Gold Jewellery	15010,93,625	16217,89,489
Loose Diamond and Diamond Jewellery	253,44,549	248,80,671
Platinum Jewellery	32,23,351	12,31,555
<b>Total</b>	<b>15296,61,525</b>	<b>16479,01,715</b>

# Radhika Jeweltech Limited

## Notes to financial statement for the year ended March 31, 2020

### Note : 22 Changes in inventories of Stock-in-Trade

(Amount in Rs.)

Particular	Year ended on March 31, 2020	Year ended on March 31, 2019
Opening Stock in Trade	11009,60,519	8991,54,346
	11009,60,519	8991,54,346
Less: Closing Stock in Trade	11923,99,661	11009,60,519
	11923,99,661	11009,60,519
Increase/Decrease	(914,39,142)	(2018,06,173)
<b>Total</b>	<b>(914,39,142)</b>	<b>(2018,06,173)</b>

### Note : 23 Employee Benefits Expense

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
Salary and wages	63,84,694	61,47,259
Remuneration to Directors	360,00,000	304,50,000
Gratuity Expenses	2,00,644	1,81,449
Contribution to Provident and other funds	6,71,573	6,64,523
Staff Welfare Expenses	43,85,717	42,29,858
<b>Total</b>	<b>476,42,628</b>	<b>416,73,089</b>

### Note : 24 Finance Costs

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
Interest Expenses	246,88,461	424,46,010
Other borrowing costs	5,11,868	6,80,449
<b>Total</b>	<b>252,00,329</b>	<b>431,26,459</b>

### Note : 25 Depreciation & Amortization Expense

Particulars	Year ended on March 31, 2020	Year ended March 31, 2019
Depreciation on Tangible Assets (Property, Plant & Equip)	18,93,354	27,11,421
<b>Total</b>	<b>18,93,354</b>	<b>27,11,421</b>

**Radhika Jeweltech Limited**  
**Notes to financial statement for the year ended March 31, 2020**

**Note : 26 Other Expenses**

(Amount in Rs.)

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
Rent, rates and taxes	1,55,693	1,56,306
Printing and Stationery Expenses	1,91,610	1,03,089
Telephone and Communication Charges	1,37,711	1,75,181
Insurance Charges	6,09,064	3,59,771
Repairs and Maintenance Expenses	2,59,292	2,87,893
Electricity Expenses	6,94,525	7,20,058
Travelling Expenses	2,93,526	5,53,623
Conveyance Expenses	7,41,777	6,74,650
Legal and Professional Fees (Refer foot-note-I)	20,19,564	11,79,600
CSR Expenses	12,63,000	11,13,080
Donation	85,820	68,400
Safety and Security Expenses	3,01,400	3,03,600
Registration and Filing Fees	8,400	88,000
Windmill Project Activity Expenses	10,85,064	12,52,214
Labour Charges to Artisans	295,13,935	502,27,007
Jewellery Making Charges	3,29,789	3,97,637
Selling and Distribution Expenses	64,64,223	65,35,358
Penalty (VAT)	-	3,05,347
Interest on late payment of taxes	4,396	25,84,651
Prior Period Expenses	-	74,351
Loss on Gold Revaluation	468,84,794	60,94,478
Gold Usance Charges	33,03,198	31,93,666
Loss on sale of assets	60,877	-
Other Miscellaneous Charges (Includes transportation charges, software development charges, membership fees etc.)	7,86,363	7,75,959
<b>Total</b>	<b>951,94,020</b>	<b>772,23,918</b>
<b>Note - I Details of Payment / Provision to Auditor</b>		
Audit & Tax Audit Fees	1,25,000	1,50,000
Company Law Matters	-	-
Taxation & Other Services ( included in Legal & Professional Fees)	50,000	15,000
<b>Total</b>	<b>1,75,000</b>	<b>1,65,000</b>

**Note : 27 Tax expense**

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
<b>Current tax</b>		
Tax Provision	359,00,000	450,00,000
Income tax expense for prior period	(251,96,858)	236,32,238
<b>Deferred tax</b>		
Deferred Tax	2,90,136	(64,894)
<b>Total</b>	<b>109,93,278</b>	<b>685,67,344</b>

## RADHIKA JEWELTECH LIMITED

### Notes to financial statement for the year ended March 31, 2020

#### Note 28 : Contingent Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Contingent Liabilities	-	-

#### Note 29 : Deferred Tax:

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

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Deferred Tax Asset</b>		
Fixed Assets / Depreciation	7,02,872	6,76,271
Provision for employee benefit (gratuity)	2,90,470	3,14,944
Pre-Operative Expenditure	-	2,92,262
<b>Total Deferred Tax Asset</b>	<b>9,93,342</b>	<b>12,83,477</b>

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

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
Deferred tax expense / (income)	2,90,135	(64,894)

#### Note 30 : Earnings Per Share (EPS)

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
Net Profit / (Loss) for calculation of basic / diluted	1280,56,784	841,10,491
Weighted Average Number of Equity Shares in calculating Basic and Diluted EPS	236,00,000	236,00,000
Basic and Diluted Earnings/(Loss) Per Share	5.43	3.56
Nominal Value of Equity Shares	5.43	3.56

#### Note 31 : Details of Employee Benefits:

##### (a) Defined Contribution Plans

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

A sum of Rs. 500447/- (March 31, 2019: Rs. 441730/-) has been charged to the Statement of Profit and Loss in respect of this plan.

## RADHIKA JEWELTECH LIMITED

### Notes to financial statement for the year ended March 31, 2020

**(b) Defined Benefit Plan - Gratuity:**

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

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

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

**A. Expenses Recognized in the Income Statement**

Particulars	<i>Gratuity</i>	
	Year ended on March 31, 2020	Year ended on March 31, 2019
Current Service Cost	1,50,145	1,30,388
Interest on obligation	77,357	68,407
Expected return on plan assets	(69,273)	(43,519)
Net actuarial loss/(gain)	42,415	26,173
<b>Expenses Recognized in the Statement of Profit and Loss</b>	<b>2,00,644</b>	<b>1,81,449</b>

**B. Net Liability recognized in the balance sheet**

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Obligation	13,95,740	11,25,057
Fair value of plan assets	(11,84,687)	(9,43,608)
<b>Net Liability recognized in the Balance sheet</b>	<b>2,11,053</b>	<b>1,81,449</b>

**C. Changes in the Present value of Obligation**

Particulars	As at March 31, 2020	As at March 31, 2019
Present Value of Obligation as at the beginning	11,25,057	9,00,089
Current Service Cost	1,50,145	1,30,388
Interest Expense or Cost	77,357	68,407
Actuarial (gain) / loss	43,181	26,173
<b>Present Value of Obligation as at the end of the year</b>	<b>13,95,740</b>	<b>11,25,057</b>

## RADHIKA JEWELTECH LIMITED

### Notes to financial statement for the year ended March 31, 2020

#### D. Changes in the Fair Value of Plan Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Fair Value of Assets as at the beginning	9,43,608	-
Expected return	69,273	43,519
Actuarial gain/(loss)	766	-
Contributions by employer	1,71,040	9,00,089
<b>Fair Value of Assets as at the end of the year</b>	<b>11,84,687</b>	<b>9,43,608</b>

#### E. Actuarial Assumptions

Particulars	As at March 31, 2020	As at March 31, 2019
Discount Rate	6.80% p.a	7.60% p.a
Expected rate of salary increase	5.00% p.a.	5.00% p.a.
Expected Return on Plan Assets	6.80% p.a	7.60% p.a
Mortality	LIC(2006-08) ultimate	LIC(2006-08) ultimate
Rate of Employee Turnover	10.00% p.a at younger ages reducing to 2.00% p.a at older ages	10.00% p.a at younger ages reducing to 2.00% p.a at older ages
Retirement Age	60 Years	60 Years

#### Note 32 : Related Party Disclosures:

(i) Related Parties:

Names of Related Parties:	Relationship with the Company
HANSABEN M ZINZUWADIA	Relative of Key-Managerial Personnel
MOHIL A ZINZUWADIA	Relative of Key-Managerial Personnel
DARSHIT A. ZINZUWADIA HUF	Entities controlled by Key Managerial Personnel or his relatives
ZINZUWADIA HARESH FAMILY TRUST	Entities controlled by Key Managerial Personnel or his relatives
ASHOK M ZINZUWADIA HUF	Entities controlled by Key Managerial Personnel or his relatives
HARESH M ZINZUWADIA HUF	Entities controlled by Key Managerial Personnel or his relatives
MATHURBHAI B ZINZUWADIA HUF	Entities controlled by Key Managerial Personnel or his relatives
ASHOKKUMAR M. ZINZUWADIA	Keymanagerial Personnel (Managing Director)
DARSHIT A. ZINZUWADIA	Keymanagerial Personnel (Whole Time Director)
HARESHBHAI M. ZINZUWADIA	Keymanagerial Personnel (Whole Time Director)
TULSIDAS BHANANI	Keymanagerial Personnel (Independent Director)
NATWARLAL DHOLAKIA	Keymanagerial Personnel (Independent Director)
PRAVINABEN GERIA	Keymanagerial Personnel (Independent Director)
HETAL H. ZINZUWADIA	Relative of Key-Managerial Personnel
JENIL H. ZINZUWADIA	Relative of Key-Managerial Personnel
KAVITA A. ZINZUWADIA	Relative of Key-Managerial Personnel
RADHIKA TRADELINK	Entities controlled by Key Managerial Personnel or his relatives
AMI D.ZINZUWADIA	Relative of Key-Managerial Personnel



## RADHIKA JEWELTECH LIMITED

### Notes to financial statement for the year ended March 31, 2020

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

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
<b>Remuneration paid</b>		
ASHOKKUMAR M. ZINZUWADIA	120,00,000	101,50,000
DARSHIT A. ZINZUWADIA	120,00,000	101,50,000
HARESHBHAI M. ZINZUWADIA	120,00,000	101,50,000
JENIL H. ZINZUWADIA	6,00,000	6,00,000
MOHIL A. ZINZUWADIA	6,00,000	6,00,000
<b>Total</b>	<b>372,00,000</b>	<b>316,50,000</b>
<b>Loan Repaid</b>		
ASHOKKUMAR M. ZINZUWADIA	1484,21,725	52,50,000
DARSHIT A. ZINZUWADIA	-	512,91,634
HARESHBHAI M. ZINZUWADIA	1765,90,230	230,17,009
<b>Total</b>	<b>3250,11,955</b>	<b>795,58,643</b>
<b>Loan Taken</b>		
HARESHBHAI M. ZINZUWADIA	-	50,00,000
<b>Total</b>	-	<b>50,00,000</b>
<b>Interest Paid</b>		
ASHOKKUMAR M. ZINZUWADIA	105,02,117	161,00,565
DARSHIT A. ZINZUWADIA	-	46,37,326
HARESHBHAI M. ZINZUWADIA	141,86,344	211,55,327
<b>Total</b>	<b>246,88,461</b>	<b>418,93,218</b>
<b>Loan Revaluation Loss / (Income)</b>		
ASHOKKUMAR M. ZINZUWADIA	234,02,197	29,90,511
HARESHBHAI M. ZINZUWADIA	234,82,597	30,00,782
<b>Total</b>	<b>468,84,794</b>	<b>59,91,293</b>

## RADHIKA JEWELTECH LIMITED

### Notes to financial statement for the year ended March 31, 2020

Particulars	Year ended on March 31, 2020	Year ended on March 31, 2019
<b>Usance Charges paid</b>		
ASHOKKUMAR M. ZINZUWADIA	16,48,238	15,93,510
HARESHBHAI M. ZINZUWADIA	16,54,960	16,00,156
<b>Total</b>	<b>33,03,198</b>	<b>31,93,666</b>
<b>Designing Charges paid</b>		
AMI D.ZINZUWADIA	3,00,000	3,00,000
<b>Total</b>	<b>3,00,000</b>	<b>3,00,000</b>

#### **Note 33 : Corporate Social Responsibility**

The Gross amount required to be spent by the company during the year towards Corporate Social Responsibility is Rs. 3196780/- (Previous year: Rs. 3206797/-) as per Section 135 of the Companies Act, 2013.

Particulars	In Cash	Yet to be paid in Cash
<b>Amount Spent during the year on</b>		
(i) Construction/ Acquisition of any assets (Previous Year)	- -	- -
(ii) On purpose other than (i) above (Previous Year)	12,63,000 11,13,080	19,33,780 20,93,717

Note 34 : The Management has assessed whether there is any impairment of Assets, and accordingly there is no loss on impairment of Assets

Note 35 : In the absence of the confirmation from the parties, the balances of trade receivables, loans & advances and current assets are stated as per the accounts of the company. In the opinion of the Company, the value on realisation of the said balances; if realised in the ordinary course of the business, shall not be less than the amount, which is stated in the balance sheet. Currently there are no adjustments or provisions required in the books of account. Any adjustment if necessary will be made when the accounts are settled.

# RADHIKA JEWELTECH LIMITED

## Notes to financial statement for the year ended March 31, 2020

Note 36 : Previous Periods' / Years' figures have been re-grouped / Re-Classified where necessary to make it comparable with the current period.

Note 37 : Subsequent to Balance Sheet Date, there are no events occurred which require disclosure or adjustments in the financial statements.

Note 38 : The outbreak of Coronavirus disease (COVID-19) pandemic globally and in India causing significant disturbance and slowdown of economic activity.

The company is in the business of trading of Gold & Diamond Jewellery. Company's sales unit located at Rajkot was completely closed during lockdown imposed by the Government of India. The company is monitoring the impact of global health pandemic on its financial position and liquidity. The company used the principles of prudence in applying judgments, estimates and assumptions. The Company has considered wherever applicable the possible effects on the carrying amounts of receivables, inventories, loans and other assets as on March 31, 2020. Based on current indicators of future economic conditions, the management expects to recover the carrying amount of these assets in full without any loss. However, the impact of COVID-19 on the Company's Financial Statements may differ over the period of time, from the estimated as of the date of approval of these financial statements. Management will continue to closely monitor any material changes to future economic conditions.

In terms of our attached report of even date.

**For, H. S. Jani & Associates**

Chartered Accountants

FRN : 127515W

For & on behalf of the Board

**For, Radhika Jeweltech Limited**

**Ashokkumar M.**

**Zinzuwadia**

(Managing Director)

(DIN: 07505964)

**Darshit A. Zinzuwadia**

(Wholetime Director)

(DIN: 07506087)

**Hersh S. Jani**

Proprietor

Membership No. : 124104

**Vipulkumar D. Parmar**

(Chief Financial Officer)

**Aditi Prafulbhai Gorasia**

(Company Secretary)

Place : Ahmedabad

Date : 28th July, 2020

UDIN: 20124104AAAACZ2164

Place : Rajkot

Date : 28th July, 2020

**“ANNEXURE A”**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2020

[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:**

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

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

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

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

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

<b>Sr. NO.</b>	<b>NAME AND ADDRESS OF THE COMPANY</b>	<b>CIN/GLN</b>	<b>HOLDING/ SUBSIDIARY/ASSOCIATE</b>	<b>% of shares held</b>	<b>Applicable Section</b>
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 01.04.2019				No. of Shares held at the end of the year 31.03.2020				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters / Promoter group</b>									
<b>(1) Indian</b>									
g) Individual/HUF	15021600	-	15021600	63.65	15021600	-	15021600	63.65	-
h) Central Govt	-	-	-	-	-	-	-	-	-
i) State Govt(s)	-	-	-	-	-	-	-	-	-
j) Bodies Corp.	-	-	-	-	-	-	-	-	-
k) Banks / FI	-	-	-	-	-	-	-	-	-
l) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	15021600	-	15021600	63.65	15021600	-	15021600	63.65	-
<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>	15021600	-	15021600	63.65	15021600	-	15021600	63.65	-
<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.	874525	0	874525	3.71	409600	-	409600	1.74	(1.77)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1768922	0	1768922	7.50	1400000	-	1400000	5.93	1.57
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	5632800	0	5632800	23.87	5968800	-	5968800	25.29	1.42
c) Others	-	-	-	-	-	-	-	-	-
(i) HUF	148553	0	148553	0.63	779200	-	779200	3.30	(2.67)
(i) Market Maker	0	0	0	0	0	0	0	0	0
(iii) NRI	22400	0	22400	0.09	20800	0	20800	0.09	0.00
(iv) Clearing Member	131200	0	131200	0.56	0	0	0	0	(0.56)
<b>Sub-total (B)(2):-</b>	<b>8578400</b>	<b>0</b>	<b>8578400</b>	<b>36.35</b>	<b>8578400</b>	<b>0</b>	<b>8578400</b>	<b>36.35</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>8578400</b>	<b>0</b>	<b>8578400</b>	<b>36.35</b>	<b>8578400</b>	<b>0</b>	<b>8578400</b>	<b>36.35</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>23600000</b>	<b>-</b>	<b>23600000</b>	<b>100%</b>	<b>23600000</b>	<b>-</b>	<b>23600000</b>	<b>100%</b>	<b>-</b>

**ii) Shareholding of Promoters**

SrNo.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2019			Share holding at the end of the year 31.03.2020			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ Encumbered to total shares	
1	Ashokkumar M. Zinzuwadia	5270000	22.33	0	5270000	22.33	0	0

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

Sr. No.	Particulars	Shareholding at the beginning of the year 01.04.2019					Shareholding at the end of year 31.03.2020	
		No. of shares	% of total shares of the company	Date	Increase/Decreasing in Shareholding	Reason	No. of shares	% of total shares of the company
1.	At the beginning of the year	5270000	22.33	-	-	-	5270000	22.33
	Changes during the year	No Change						
	At the end of the year	5270000	22.33	-	-	-	5270000	22.33

**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 of the year	Date	Increase/Decrease in shareholding	Reason	Number of Shares at the end of the year	Percentage of total shares of the company
1.	Jenil Hareshbhai Zinzuwadia	1190000	-	-	-	1190000	5.04
2.	Hetal Hareshbhai Zinzuwadia	1190000	-	-	-	1190000	5.04
3.	Arvind Chhaganlal Patel	1004800	-	-	-	1004800	4.26
4.	Jigar P. Vora	217600	-	Increase	Purchase	278400	1.18
5.	Jigar P. Vora HUF	195200	-	Increase	Purchase	254400	1.08
6.	Hansal Jigar Vora	195200	-	Increase	Purchase	254400	1.08
7.	Sheetal Jigar Vora	182400	-	Increase	Purchase	243200	1.03
8.	Milan Jayvantlal Mithani	195200	-	-	-	195200	0.83

9.	Utsav Kishorkumar Doshi	11200	-	Increase	Purchase	153600	0.65
10.	Nandkishor Shamlal Garg	136000	-	-	-	136000	0.58

**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		NO CHANGE						
	At the End Of the year								
(2) Hareshbhai M Zinzuwadia - WTD	At the Beginning of the year								
	At the End Of the year								
(3) Darshit A Zinzuwadia - WTD	At the Beginning of the year								
	At the End Of the year								
(4) Vipul D. Parmar, CFO - KMP	At the Beginning of the year								
	At the End Of the year								
(5) Aditi Gorasia, 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	-	492828981.00	-	492828981.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	492828981.00	-	492828981.00
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
Addition	-	-	-	-
Reduction	-	252934667.00	-	252934667.00
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	239894314.00	-	239894314.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	239894314.00	-	239894314.00

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No	Particulars of Remuneration	Name of MD/ WTD			
		Ashokkumar Zinzuwadia (MD)	Hareshbhai Zinzuwadia (WTD)	Darshit Zinzuwadia (WTD)	Total Amount
1.	Gross salary	12000000	12000000	12000000	36000000
	(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	-	-	-	NIL
	- as % of profit	-	-	-	NIL
	- others, specify	-	-	-	NIL
5.	Others, please specify	-	-	-	NIL
	Total (A)	12000000	12000000	12000000	36000000
	<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	70200*	332733	402933
	(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	70200	332733	402933

\*remuneration for period of six months

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

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

**Date: 2<sup>nd</sup> September, 2020**  
**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 2020**  
*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies*  
*(Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided, explanation furnished and documents produced by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, during the audit period covering the financial year ended on 31st March, 2020 ('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, 2020 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations & Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 (FEMA) & the Rules and Regulations made there under 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

We relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for the compliance of the above laws applicable specifically to the Company

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

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

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

I further report that:

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

and clarifications on the agenda items before the meeting and for meaningful participation at the meeting

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

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

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

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

**Place: Rajkot**  
**Date: September 02, 2020**

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

Sd/-

**Sandip Nadiyapara**  
**Proprietor**  
**(C.P. No. 15645)**  
**UDIN :A042126B000651449**

## **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: September 02, 2020**

**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. 2019-20
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	Ami D. Zinzuwadia - Directors are partners
b)	Nature of contracts/arrangements/transaction	Designing Charges
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, Jobwork 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: September 02, 2020**  
**Place: Rajkot**

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

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

## “ANNEXURE - D”

### PARTICULARS OF EMPLOYEES

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

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

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

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

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Ratio against median employee's remuneration</b>
1.	Ashokkumar M. Zinzuwadia	Managing Director	60.07
2.	Hareshbhai M. Zinzuwadia	Whole Time Director	60.07
3.	Darshit A. Zinzuwadia	Whole Time Director	60.07

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

<b>Sr. No.</b>	<b>Name</b>	<b>Designation</b>	<b>Nature of Payment</b>	<b>Increase</b>
1.	Ashokkumar M. Zinzuwadia	Managing Director	Remuneration	NIL
2.	Hareshbhai M. Zinzuwadia	Whole Time Director	Remuneration	NIL
3.	Darshit A. Zinzuwadia	Whole Time Director	Remuneration	NIL
4.	Aditi Gorasia	Company Secretary	Remuneration	26.32
5.	Vipul Parmar	Chief Financial Officer	Remuneration	(6.23)

- c) The percentage increase (decrease) in the median remuneration of employees during the financial year: (4.58)
- d) The number of permanent employees on the rolls of the Company: 43
- e) Average percentile increase (decrease) in the Salaries of the Employees (4.30) and Managerial Remuneration: no increased in the managerial remuneration.

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

**Date: 2<sup>nd</sup> September, 2019**  
**Place: Rajkot.**

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

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

## Annexure-E

### ANNUAL REPORT ON CSR ACTIVITIES

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

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

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

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

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

2. Average net profit of the company for the purpose of computation of CSR :

₹ 15,98,38,978/-

3. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):

₹ 31,96,780/-

4. Amount spent on CSR during the financial year: ₹ 12,63,000/-

5. Reasons for not spending the amount:

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

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

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

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

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1.	Medical, Education, Social welfare	Medical, Education, Social welfare	Rajkot-Gujarat	₹ 12,63,000/-	₹ 12,63,000/-	₹ 44,67,860/-	Implementation agency

Date : 2<sup>nd</sup> September, 2020  
Place : Rajkot

S/d  
Ashokkumar Zinzuwadia  
Managing Director  
07505964

S/d  
Tulsidas Bhanani  
Chairman-CSR Committee  
07587342