



**Radhika®**  
**JEWELTECH LIMITED**

CIN : U27205GJ2016PLC093050

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

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

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

**Date: 30.08.2017**

**Dear Sir/Madam,**

**Subject:** Intimation of Notice of 1<sup>st</sup> Annual General Meeting

**Ref** : Script Id: "RADHIKAJWE" and Script Code: 540125

With reference to captioned subject it is hereby informed that 1<sup>st</sup> Annual General Meeting of the company is Scheduled to be held on Friday, 29th September 2017 at 11:00 A.M. at the Register Office of the Company situated at 3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot 360 001. The Notice of Annual General Meeting is attached here for your records.

Please acknowledge and take on your record.

Thanking you,

**For, RADHIKA JEWELTECH LIMITED**  
**For, Radhika Jeweltech Ltd.**

**Director**

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

## **NOTICE**

**Notice** is hereby given that the 1<sup>st</sup> Annual General Meeting of the members of Radhika Jeweltech Limited will be held on Friday, the 29<sup>TH</sup> September, 2017 at 11:00 A.M. at the Registered Office of the Company situated at 3-4-5, "Raj Shrungi" Complex, Palace Road, Rajkot 360001 to transact the following Business:

### **ORDINARY BUSINESS :**

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

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

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

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

## **SPECIAL BUSINESS :**

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

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

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

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

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

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

Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.”.

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

By Order of the Board  
For, RADHIKA JEWELTECH LIMITED



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

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

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

### ITEM NO. 4, 5 & 6

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

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

By Order of the Board  
For, RADHIKA JEWELTECH LIMITED



A handwritten signature in blue ink, appearing to read "Ashokkumar M. Zinzuwadia".

Ashokkumar M. Zinzuwadia  
Managing Director  
DIN: 07505964

**NOTES:**

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

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

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

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

Company is accordingly forwarding soft copies of the above referred documents to all those members through e-mail, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

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

signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.

15. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
16. Complete particulars of the venue of the Meeting including route map and mark for easy location is enclosed for the convenience of the members. The same has also hosted at the website of the company at [www.radhikajeweltech.com](http://www.radhikajeweltech.com).

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

Name of the Director	Hareshbhai Mathurbhai Zinzuwadia	Natwarlal Dholakia Vachhraj	Pravinaben Anantrai Geria	Tulsidas Prabhudas Bhanani
DIN	07505968	00470090	07580390	07587342
Nature	Re-appointment as Whole-Time Director (Retire by Rotation)	To regularise the appointment as Independent director of the company (not liable to retire by rotation )	To regularise the appointment as director (Independent -not liable to retire by rotation )	To regularise the appointment as director (Independent -not liable to retire by rotation )
Date of Birth	15.11.1973	27.09.1952	15.07.1964	30.05.1938
Qualification	SSC	Primary Education	Primary Education	Primary Education
Date of Appointment	22.07.2016	23.07.2016	23.07.2016	23.07.2016
Experience	He has more than 21 years experience in the field of Retail Jewellery Business	He has more than 40 years experience in The Manufacturing and Trading of Gold & Silver Jewellery.	She has more than 26 years Experience in exhibiting / trading of gold Jewellery and real diamond Jewellery.	He has more than 55 years experience in the business of Manufacturing and Trading of gold plated Jewellery
Directorship Held in other Public Limited Company	NA	1. AKSHAR FINANCE LIMITED	NA	NA
No. of Shares Held	4590000	NIL	NIL	NIL
List of other companies in which Directorship are	NA	1. CVM JEWELS PRIVATE LIMITED 2. KHAZANA VANIJYA PRIVATE	NIL	NIL

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

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

By Order of the Board  
For, RADHIKA JEWELTECH LIMITED



*Ashokkumar M. Zinzuwadia*

Ashokkumar M. Zinzuwadia  
Managing Director  
DIN: 07505964

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## Form No. MGT-11

### Proxy Form

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

**RADHIKA JEWELTECH LIMITED**

**CIN : U27205GJ2016PLC093050**

**3-4-5, "RAJ SHRUNGI" COMPLEX, PALACE ROAD,  
RAJKOT 360001 (GUJARAT)**

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

Registered address: .....

E-mail Id: .....

Folio No/ Client Id: .....

DP ID: .....

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

1.

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

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

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

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

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

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

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

Affix  
Revenue  
Stamp

Signature of shareholder

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

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

**Notes:**

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

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**ATTENDANCE SLIP**

**RADHIKA JEWELTECH LIMITED**

**CIN : U27205GJ2016PLC093050**

**3-4-5, "RAJ SHRUNGI" COMPLEX, PALACE ROAD,  
RAJKOT 360001 (GUJARAT)**

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

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

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

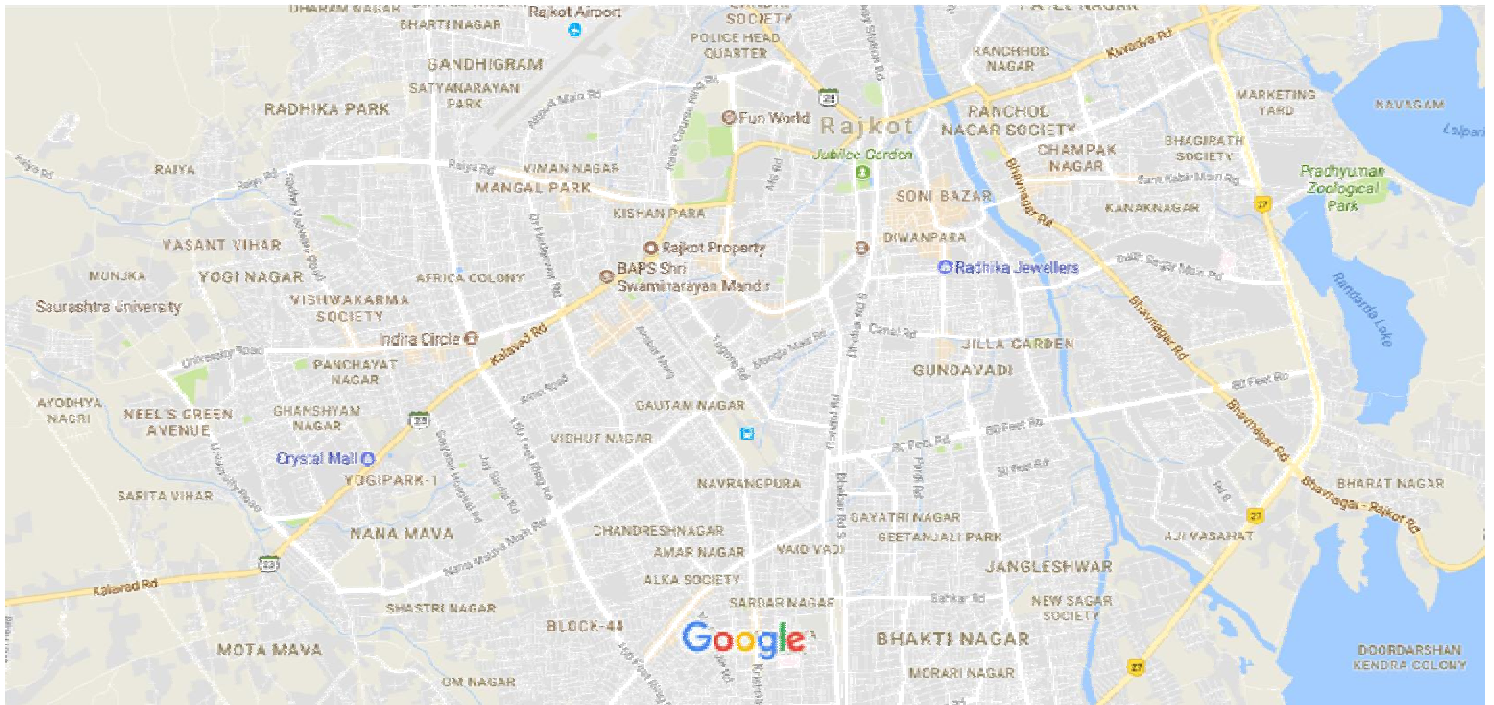
Address: \_\_\_\_\_

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

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

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

\*Applicable to members holding shares in electronic form



## Route Map

RADHIKA JEWELTECH LIMITED