

SHANTIVIJAY JEWELS LTD.



ANNUAL REPORT 2017-18



SHANTIVIJAY JEWELS LIMITED

BOARD OF DIRECTORS

PRADEEP KUMAR GODHA

(Chairman & Managing Director)

ANURAG GODHA

(Vice Chairman & Managing Director)

JAYANT B. SHAH

(Director)

REGISTERED OFFICE

G 37, Gem & Jewellery Complex, Bldg. No. III,
SEEPZ, Andheri (E), Mumbai-400 096.

Tel: 91 22 - 42182244

Fax: 91 22 - 28291360

Email: shantivijay@shantivijay.com

Website: <http://www.shantivijay.com>

CIN: U3691036910MH1980PLC023289

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BANKERS

Canara Bank
Overseas Branch,
Nariman Point,
Mumbai-400 021.

AUDITORS

B.F. Chordia & Co.
Chartered Accountants
17/1004, Indradarshan,
Oshivara Link Road,
Andheri (West), Mumbai-400 053.

REGISTRAR & TRANSFER AGENTS

Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road, Marol, Andheri (East), Mumbai - 400 059

SHANTIVIJAY JEWELS LIMITED

NOTICE is hereby given that the 45th Annual General Meeting of the Members of SHANTIVIJAY JEWELS LIMITED will be held at Conference Hall, All India Institute of Local Self-Government, Sthanikraj Bhavan, C.D. Barfiwala Marg, Juhu Gali, Andheri (West), Mumbai 400 058 on **Tuesday, September 4, 2018 at 3.00 p.m.** to transact the following ordinary business:

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2018.
2. To appoint a Director in place of Shri. Anurag Godha (DIN: 00008224), who retires by rotation and, being eligible, offers himself for reappointment.

BY ORDER OF THE BOARD

Registered Office:

G-37, Gem & Jewellery Complex,
Building No.III, SEEPZ, Andheri (East),
Mumbai 400 096.
Dated : 23rd June, 2018

Sd/-
Pradeep Kumar Godha
Chairman & Managing Director
(DIN: 00008194)

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL) INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) 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.
A PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. excluding Saturdays upto the date of the Annual General Meeting.
3. **The members are requested to:**
 - (i) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Bigshare Services Private Limited at 1st Floor, Bharat Tin Works Bldg., opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059, in respect of their holdings in physical form.
 - (ii) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (iii) Non-Resident Indian Members are requested to inform M/s. Bigshare Services Private Limited immediately of the change in their residential status on return to India for permanent settlement.
 - (iv) Register your email address and change, if any, therein from time to time with Bigshare Services Private Limited for shares held in physical form and with their Depository Participants for shares held in demat form.**
 - (v) Send or address all their shares related matters/correspondence directly to M/s. Bigshare Services Private Limited.
 - (vi) Note that Section 72 of the Companies Act, 2013 provides for Nomination by the shareholders of the Company in the prescribed Form No. SH 13 for shares held in physical form. Blank forms will be supplied by the Company on request. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
 - (vii) Send queries on accounts to the Company 10 days in advance of the Annual General Meeting so that the answers may be made available at the Annual General Meeting.
5. Corporate members are requested to send /bring a duly certified copy of the board resolution authorising their representatives to attend and vote at the Annual General Meeting.
6. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends as on the date of the 44th Annual General Meeting (AGM) held on 4th September, 2017, on the website of the IEPF viz. www.iepf.gov.in and on the Website of the Company viz. www.shantivijay.com

7. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their e-mail addresses by sending an e-mail to the Company at investors@shantivijay.com.
8. Copies of the Annual Report 2017-18 are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2017-18 are being sent by the permitted mode.
9. Members/Proxies should bring the duly filled Attendance slip enclosed herewith to attend the meeting.

Registered Office:

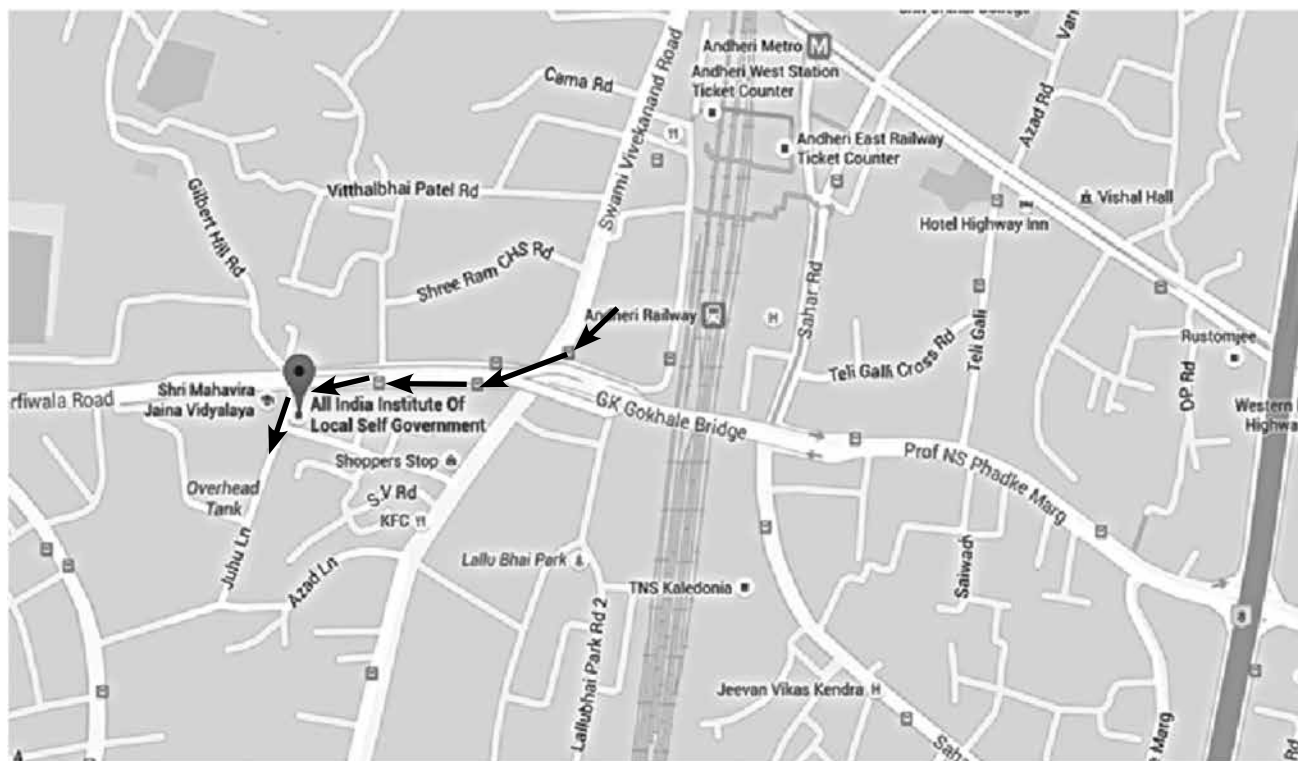
G-37, Gem & Jewellery Complex,
Building No.III, SEEPZ, Andheri (East),
Mumbai 400 096.

Dated 23rd June, 2018

BY ORDER OF THE BOARD

Sd/-

Pradeep Kumar Godha
Chairman & Managing Director
(DIN: 00008194)

Route Map to the Venue of the Annual General Meeting

DIRECTORS' REPORT

TO THE MEMBERS,

SHANTIVIJAY JEWELS LIMITEDYour Directors present their 45th Annual Report and the Audited Statement of Accounts for the year ended March 31, 2018.**1. FINANCIAL RESULTS / STATE OF AFFAIRS**

(₹ in Lakhs)

Particulars	Stand alone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Income from operations	7275.11	7080.18	10716.37	9675.16
Less : Expenses	7322.44	7184.26	10704.85	9749.05
Depreciation	43.46	41.52	48.19	46.38
Profit /(Loss) from operations before other income and finance costs	(90.78)	(145.60)	(36.68)	(120.27)
Add: Other Income	125.20	99.66	125.25	103.22
Profit/(Loss) from ordinary activities before finance costs	34.47	(45.94)	88.57	(17.05)
Less: Finance Cost	96.20	82.85	96.20	82.85
(Loss) from ordinary activities before tax	(61.74)	(128.79)	(7.62)	(99.89)
Less: Tax expenses	1.82	2.66	1.82	2.66
(Loss) for the period	(63.56)	(131.45)	(9.45)	(102.56)
Earnings Per Share (₹)	(2.12)	(4.38)	(0.31)	(3.42)

2. DIVIDEND / TRANSFER TO RESERVE(S)

In view of loss during the year, the Directors have not recommended any dividend for the financial year under review. No amount is transferred to any reserve.

3. DETAILS OF MEETINGS OF THE BOARD AND COMMITTEES

During the year, 7(Seven) Board meetings were held on 01.04.2017, 30.04.2017, 23.06.2017, 27.06.2017, 29.09.2017, 11.12.2017 and 30.03.2018. Details of attendance by each Director at the said Board meetings are as under:

Name of Director (s)	Board Meetings attended during FY 2017-18
Shri. Pradeep Kumar Godha	7
Shri. Anurag Godha	7
Shri. Jayant B. Shah	2

4. CHANGE IN THE NATURE OF BUSINESS

There has been no change in the nature of business during the year under review.

5. SUBSIDIARIES / ASSOCIATES / JOINT VENTURES

The Company has two subsidiary companies, namely, Shantivijay International Limited, Mauritius with its one step down subsidiary, Shantivijay Impex DMCC. There are no changes in subsidiaries. There are no joint venture or associate companies. In accordance with

Section 129(3) of the Companies Act 2013, consolidated financial statements of the Company and all its subsidiaries are prepared, which form part of Annual Report. Further a statement containing salient features of the financial statement of our Subsidiaries in the prescribed format AOC-1 is included in the Report as **Annexure 'A'** and forms as integral part of this Report. The statement also provides the details of performance, financial position of each of the Subsidiaries.

6. EXTRACT OF ANNUAL RETURN

The details forming part of the extracts of Annual Return in **Form MGT-9** pursuant to the provisions of Section 92 read with Rule 12 of the Companies(Management and administration) Rules, 2014 is furnished in **Annexure 'B'** and forms an integral part of this report.

7. DIRECTORS

In accordance with the provisions of the Companies Act, 2013, Shri. Anurag Godha, Director, has offered to retire by rotation and, being eligible, offers himself for reappointment. The Board of Directors presently is comprised of Shri Pradeep Kumar Godha, Shri Anurag Godha and Shri Jayant Shah.

8. KEY MANAGERIAL PERSONNEL

Provisions of Section 203 are not applicable to the Company.

9. DEPOSITS

The Company has not accepted any deposits covered under Chapter V of the Act.

10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY COMPANY

The details of Loans, Guarantees, and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement.

11. RELATED PARTY TRANSACTIONS

Particulars of related party transactions are given in prescribed Form AOC-2 annexed as **Annexure 'C'**

12. 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.

13. DIRECTORS' RESPONSIBILITY STATEMENT Pursuant to the requirement of Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:

- a. in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- c. the Directors had 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' had prepared the annual accounts on a going concern basis; and
- e. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

14. INTERNAL FINANCIAL CONTROLS & THEIR ADEQUACY

Your Company's internal control systems commensurate with the nature and size of its business operations. Your Company has adequate internal financial controls in place to ensure safeguarding of its assets, prevention of frauds and errors, protection against loss from unauthorized use or disposition and the transactions are authorised, recorded and reported diligently in the Financial Statements.

15. PARTICULARS OF EMPLOYEES

There are no particulars to be disclosed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

16. STATUTORY AUDITOR & AUDITOR'S REPORT

In the 42nd Annual General Meeting (AGM) of the Company, B. F. Chordia & Co., Chartered Accountants, Mumbai (Firm Registration No.: 101914W), had been appointed as the Statutory Auditors of the Company until the conclusion of the 47th AGM of the Company, subject to ratification by shareholders at every subsequent AGM. Amended provisions of Section 139 of the Act vide Companies (Amendment) Act, 2017 notified from 7th May, 2018 no longer requires ratification of appointment of Auditors by members at every subsequent AGM. In view of this, the appointment of Auditors is not proposed for ratification at ensuing AGM. B. F. Chordia & Co., Chartered Accountants, Mumbai (Firm Registration No.: 101914W), Chartered Accountants have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company. There is no audit qualification, reservation, or adverse remark or disclaimer in the Auditor's Report for the year under review.

17. CORPORATE SOCIAL RESPONSIBILITY (CSR)

CSR related provisions of the Companies Act, 2013 do not apply to the Company as the Company does not meet profit, turnover or net worth criteria prescribed in this regard.

18. DISCLOSURE ON WOMEN AT WORKPLACE

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. During the year under review, no case was reported in this regard.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**(A) Conservation of energy-**

- (i) Steps taken or impact on conservation of energy: No specific steps are taken on conservation of energy.
- (ii) Steps taken by the Company for utilizing alternative sources of energy: No specific steps are taken for utilizing alternative sources of energy.
- (iii) Capital investment on energy conservation equipments: Nil.

(B) Technology absorption-

- (i) The efforts made towards technology absorption: The Company keeps itself abreast of the technical developments in Company's line of products world wide

and tries to bring about improvements in the product for better yield, quality and cost effectiveness, etc.

- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: As a result of above, the following benefits are achieved:
- Cost Reduction
 - Achievement in precision & quality
 - Use of indigenous equipment as import substitute.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): The Company has not imported any technology
- (iv) The expenditure incurred on Research and Development: Nil.

(C) Foreign exchange earnings and Outgo-

(₹ in Lakhs)

	2017-18	2016-17
Foreign Exchange earned	6876.80	6657.90
Foreign Exchange used	1280.42	973.26

20. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material change and commitments affecting financial position of the Company occurred between the end of financial year and the date of this report.

21. RISK MANAGEMENT POLICY

The Company has not developed and implemented a formal risk management policy for the Company. However, the Board of Directors periodically as a part of its review of the business consider and discuss the external and internal risk factors like markets related, foreign currency rate fluctuations, supply/logistics related, debtors collections, Government policy related matters that may threaten the existence of the Company.

22. COMPLIANCE

The Company has complied with all applicable Secretarial Standards.

23. ACKNOWLEDGEMENT

The Directors would like to place on record their appreciation for the valuable co-operation extended to the Company by the employees of the Company, Government Departments, Bankers, Suppliers, Customers and Investors at large for their continuous support to the Company.

FOR AND ON BEHALF OF THE BOARD

Sd/-

PRADEEP KUMAR GODHA

CHAIRMAN & MANAGING DIRECTOR

Place: Mumbai

Dated: 23.06.2018

DIN-00008194

Annexure- 'A'**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**Part "A": Subsidiaries (Rs. In lacs)**

Sr. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Share capital	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover/ Total Income	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1	Shantivijay Jewels International Limited (Mauritius)	31.03.2018	US \$ 65.17	293.43	990.66	1285.92	1285.92	35.52	0	(10.04)	0	(10.04)	0	100%
2	Shantivijay Impex DMCC	31.03.2018	US \$ 65.17	35.52	1135.62	2768.06	2768.06	0	4158.41	60.57	0	60.57	0	100%

Part "B": Associates and Joint Ventures

Sr. No.	Name of Associates/ Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end			Description of how there is significant influence	Reason why the associate/ joint venture is not consolidated	Net worth attributable to Shareholding as per latest audited Balance sheet	Profit / Loss for the year	
			No.	Amount of Investment in Associates/ Joint Venture	Amount of Investment in Associates/Joint Venture				Considered in Consolidation	Not Considered in Consolidation
NIL										

FOR AND ON BEHALF OF THE BOARD

Place: Mumbai
Dated: 23rd June, 2018

Sd/-
PRADEEP KUMAR GODHA
CHAIRMAN & MANAGING DIRECTOR
DIN-00008194

Annexure - 'B'**Form No. MGT – 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on March 31, 2018**

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

I. REGISTRATION AND OTHER DETAILS :

- (i) CIN : U36910MH1980PLC023289
- (ii) Registration Date : 14/10/1980
- (iii) Name of the Company : Shantivijay Jewels Limited
- (iv) Category of the Company : Company Limited by shares
- (v) Sub-Category of the Company : Indian Non Government Company
- (vi) Address of the Registered office and contact details : G-37, Gem & Jewellery Complex, Building No. III, Seepz, Andheri (East), Mumbai 400096.
+91 – 22 – 42182244
- (vii) Whether listed Company : No
- (viii) Name, address and Contact Details of Registrar and Transfer Agent : Bigshare Services Private Limited
1st Floor, Bharat Tin Works Bldg., opp. Vasant Oasis,
Makwana Road, Marol, Andheri East,
Mumbai 400 059
Tel: +91 22 6263 8200 / 6263 8299

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

Sr. No.	Name and Description of main products/ services	NIC Code of the product/service	% total turnover of the company
1	Manufacturing and exports of studded gold jewellery and Diamond and Precious stones	3211	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	Shantivijay Jewels International Limited (Mauritius)	NA	Subsidiary	100.00	2(87)(ii)
2.	Shantivijay Impex DMCC	NA	Subsidiary	100.00	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category-wise Share Holding**

	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A.	Promoters									
(1)	Indian									
a)	Individual/HUF	2848935	74900	2923835	97.40	2848935	74900	2923835	97.40	0.00
b)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c)	State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d)	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Other ...	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (A) (1):-	2848935	74900	2923835	97.40	2848935	74900	2923835	97.40	0.00
(2)	Foreign									
a)	NRIs Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b)	Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c)	Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d)	Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
	Total shareholding of Promoter (A) = (A) (1) + (A) (2)	2848935	74900	2923835	97.40	2848935	74900	2923835	97.40	0.00
B.	Public Shareholding									
(1)	Institutions									
a)	Mutual Funds/UTI	0	0	0	0.00	0	0	0	0.00	0.00
b)	Banks/Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
c)	Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d)	State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
h)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
i)	Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
2.	Non-Institutions									
a)	Bodies Corporate									
i)	Indian	4324	0	4324	0.14	4324	0	4324	0.14	0.00
ii)	Overseas	-	-	-	-	-	-	-	-	-