

**24TH ANNUAL REPORT**

**OF**

**SHUKRA JEWELLERY LIMITED**

**FOR THE YEAR ENDING 31.03.2015**

**CIN NO. L52393GJ1991PLC079516**

## **BOARD OF DIRECTORS**

MR. CHANDRAKANT H SHAH  
MRS. MAYURI C. SHAH  
MR. SAURABH C SHAH  
MR. SANDIP SHAH  
MR. ANIL M. PATEL  
MR. RAMJI KHIMJI RAJPUT

CHAIRMAN & MANAGING DIRECTOR  
DIRECTOR  
DIRECTOR  
INDEPENDENT DIRECTOR  
INDEPENDENT DIRECTOR  
INDEPENDENT DIRECTOR

## **AUDITORS**

S K JHA & CO.  
CHARTERED ACCOUNTANTS  
204, ISCON PLAZA,  
SATELLITE ROAD,  
SATELLITE ,  
AHMEDABAD- 380015.

## **BANKERS**

ORIENTAL BANK OF COMMERCE MUMBAI  
ICICI BANK LIMITED MUMBAI  
ICICI BANK LIMITED AHMEDABAD  
ING VAISYA BANK LIMITED MUMBAI  
INDUSLND BANK AHMEDABAD  
INDUSLND BANK SJLA/C SHREE SHUKRA  
AXIS BANK LIMITED SJL A/C SHANTI  
SHUKRA  
AXIS BANK LIMITED SJL A/C SHUBH  
SHUKRA

## **REGISTERED OFFICE**

PANCHDHARA COMPLEX, S.G. HIGHWAY,  
3<sup>RD</sup> FLOOR, NEAR THE GRAND BHAGWATI  
HOTEL, BODAKDEV, AHMEDABAD,  
GUJARAT- 380054

## **CORPORATE OFFICE**

232, PANCHRATNA,  
OPERA HOUSE,  
MUMBAI- 400004.  
MAHARASHTRA

## **FACTORY:-**

6/14, CHIRAG INDUSTRIAL COMPLEX,  
39/40, GOLDEN INDUSTRIAL ESTATE,  
SOMNATH ROAD,  
DAMAN (U.T.)-396210.

## **REGISTRAR AND TRANSFER AGENT**

BIG SHARE SERVICES PVT LIMITED  
E-2, ANSA INDUSTRIAL ESTATE,  
SAKI VIHAR ROAD  
SAKI NAKA, ANDHERI (EAST), MUMBAI

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## **VENUE OF AGM AND OTHER DETAILS**

**DATE** : SEPTEMBER 30, 2015

**DAY** : WEDNESDAY

**TIME** : 10.30 A.M.

**VENUE** : PANCHDHARA COMPLEX, 3<sup>RD</sup> FLOOR,,  
NEAR THE GRAND BHAGWATI HOTEL,  
S.G. HIGHWAY, BODAKDEV, AHMEDABAD  
GUJARAT- 380054

**BOOK CLOSURE DATE:** From 26<sup>TH</sup> September, 2015 to 30<sup>TH</sup> September, 2015

**NOTICE is hereby given that the 24th Annual General Meeting of the Members of SHUKRA JEWELLERY LIMITED will be held on Wednesday, 30<sup>th</sup> September, 2015 at 10.30 A.M. at the Registered Office of the Company at Panchdhara Complex, 3<sup>rd</sup> floor, Near the Grand Bhagwati Hotel, S.G. Highway, Bodakdev, Ahmedabad, Gujarat-380054, to transact with or without modification(s) the following business:**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, 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 Mrs. Mayuri Shah , having Director's Identification Number 01188108 who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass, the following resolution as ordinary resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 139 142 and all other relevant provisions of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. S.K. JHA & CO., Chartered Accountants having (Firm Registration No. 126173 with the Institute of Chartered Accountants of India), were appointed by the Members as the Statutory Auditors of the Company at the 23<sup>rd</sup> AGM held on 30<sup>th</sup> September, 2014 to hold office until the conclusion of the third consecutive AGM, and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of section 141 of the Act, and Rule 4 of the Rules, be and are recommended for ratification of their appointment until conclusion of the next AGM on such remuneration as may be agreed upon by the Audit Committee/ Board of Directors in consultation with the Auditors."

**SPECIAL BUSINESS:**

4. To Consider and if thought fit, to pass with or without modification(s), the following Resolution as an Special Resolution :

**"RESOLVED THAT** pursuant to the provisions of section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts,

deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board of Directors hereby authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

**REGISTERED OFFICE:**  
**Panchdhara Complex, 3<sup>rd</sup> Floor,**  
**Near The Grand Bhagwati Hotel,**  
**S .G. Highway, Bodakdev,**  
**Ahmedabad-380054 (Gujarat)**

**By order of the Board of Directors**  
**For Shukra Jewellery Limited**

**(Chanrakant H Shah),**  
**CHAIRMAN (DIN 01188001)**

**Date: 17.08.2015**  
**Place: Mumbai**

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.

2. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 21. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. A statement giving the details of the Directors seeking appointed / reappointed, nature of their expertise in specific functional areas, names of the companies in which they hold directorships, memberships / chairmanships for Board / Committees, shareholding and relationship between Directors inter-se as stipulated in Clause 49 of the Listing Agreement with Stock Exchange, are provided in the Annexure.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 26/09/2015 to 30/09/2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market.

Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar /Company.

9. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
10. Members / Proxies are requested to please bring their copies of the Annual Report to the meeting.
11. The Company's shares are listed on BSE Limited, Mumbai.
12. Members holding Shares in physical form are requested to notify immediately any change in their address with PIN CODE to the Registrar and Transfer Agent of the Company at the address given below AND in case their shares are held in Demat, this information should be passed on directly to their respective Depository Participants and not to the Company.

**BIG SHARE SERVICE PRIVATE LIMITED**  
**E-2, ANSA INDUSTRIAL ESTATE, SAKI VIHAR ROAD**  
**SAKI NAKA ANDHERI (EAST) MUMBAI 400072 Maharashtra**

### **E-Voting**

In Companies with provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies(Management and Administration) Rule 2014 of the Company pleased to provide members facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited(NSDL)

The instructions for e-voting are as under

A In case a Member receive a email form NSDL(for members whose email IDs are registered with the Company/Depository Participants(s)

1. Open email and open PDF file viz "Shukra Jewellery Ltd e-voting.pdf" with your client ID or Folio No. as password. The Said PDF file Contains your user ID and password/PIN for e-Voting. Please note that the password is an initial password.
2. To use the following URL for E-voting <https://www.evoting.nsdl.com/>
3. Click on" Shareholder- Login"

4. Insert your User ID and password as initial password as mentioned in step 1 above and Login. In case you are already registered with NSDL , you can use your existing User ID and password for casting your vote.
  5. "Password Change" Menu appears. Change the Password with the New Password of your choice with Minimum 8 digit/characters or combination thereof. Please note your new password.
  6. Home page of "e-voting" opens. Click on "e-voting-Active Voting Cycles".
  7. Select "EVEN" (E-Voting Event Number) of Shukra Jewellery Limited for casting your votes in favor of or against the resolution.
  8. Now you are ready for e-voting as Cast vote page opens.
  9. Cast your vote by selecting appropriate option and click on "submit" and also "Confirm" when prompted.
  10. Upon Confirmation the message "Vote Cast successfully" will be displayed.
  11. Once you have voted on the resolution, you will not be allowed to modify your vote.
  12. Intuitional 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [bhattvirendra1945@yahoo.co.in](mailto:bhattvirendra1945@yahoo.co.in) in with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B In case a Member Received physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy).
- (1) Initial password is provided as below/ at the bottom of the attendance slip for the AGM.
  - (2) Please follow all step form SL No. (2) to SL No. (12) above to cast vote
  - (3) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - (4) You can also update your mobile number and e-mail id in the user profile detail of the folio which be used for sending future communication(s).
  - (5) The E-Voting period commences on September 27, 2015 (9.00 am) and ends on September 29, 2015 (5.00 pm) During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date September 23<sup>rd</sup> 2015 must cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is



cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

- (6) The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the company as on the cutoff date (record date) of 23<sup>rd</sup> September, 2015.
- (7) Mr. Virendra G. Bhatt, Practicing Company Secretary (CP No.124) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (8) The Scrutinizer shall within a period not exceeding three(3) working days form the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favor or against if any, forthwith to the Chairman of the Company.
- (9) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's report shall be placed on the Company's website [www.shukrajewellery.com](http://www.shukrajewellery.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE LIMITED.

**REGISTERED OFFICE:**  
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**By order of the Board of Directors**  
**For Shukra Jewellery Limited**

**(Chanrakant H Shah),**  
**CHAIRMAN (DIN 01188001)**

**Date: 17.08.2015**  
**Place: Mumbai**

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No.4:**

The Articles of Association ("AOA") of the Company is presently in force since incorporation. The existing Articles of Association was in line with the erstwhile Companies Act 1956, which is no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deals with the general working of companies stand notified. With the coming into force of the New Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 15<sup>th</sup> May, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. A copy of the proposed set of new Articles of Association of the Company would be available for inspection, for the members at the Registered Office of the Company during the office hours on any working day, between 11.00 a.m. to 5.00 p.m.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except as shareholders of the Company.

**REGISTERED OFFICE:**  
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**(Chanrakant H Shah),**  
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**Date: 17.08.2015**  
**Place: Mumbai**