

25TH ANNUAL REPORT

OF

SHUKRA JEWELLERY LIMITED

FOR THE YEAR ENDING 31.03.2016

CIN NO. L52393GJ1991PLC079516

BOARD OF DIRECTORS

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

CHAIRMAN & WHOLE TIME DIRECTOR
DIRECTOR & WHOLE TIME 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
KOTAK MAHINDRA BANK 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,
3RD 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, 2016

DAY : FRIDAY

TIME : 10.30 A.M.

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

BOOK CLOSURE DATE: FROM 26TH SEPTEMBER, 2016 TO 30TH SEPTEMBER, 2016

SHUKRA JEWELLERY LIMITED
CIN NO. : L52393GJ1991PLC079516
3RD FLOOR, PANCHDHARA COMPLEX, NEAR THE GRAND BHAGWATI HOTEL,
S.G. HIGHWAY, BODAKDEV AHMEDABAD 380054(GUJARAT)
Web. www.shukrajewellery.in, Email: shukrajewellery@yahoo.co.in, Tele. 079-40024009

NOTICE is hereby given that the 25th Annual General Meeting (AGM) of the Members of Shukra Jewellery Limited (CIN L52393GJ1995PLC079516) will be held on Friday, 30th September, 2016 at 10.30 A.M. at the Registered Office of the Company at Panchdhara Complex, 3rd 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:

Item No. 1 – Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2- Appointment of Mr. Saurabh Shah as a Director liable to retire by rotation:

To appoint Director in place of Mr. Saurabh Shah, having Director's Identification Number 01948899 who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3- Appointment of Auditors:

To ratify the appointment of Statutory Auditors M/s S.K. JHA & Co, Chartered Accountants and fix their remuneration and in this regard to consider and if thought fit, to pass with our without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re/enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, appointment of M/s. S.K. JHA & CO., Chartered Accountants, Ahmedabad, (having Firm Registration No. 126173W with the Institute of Chartered Accountants of India), as Statutory Auditors of the Company, by resolution passed at the 23rd AGM until the conclusion of the 26th AGM, be and is hereby ratified to hold office from the conclusion of 25th AGM till the conclusion of the 26th AGM on such remuneration as may be agreed upon by the Audit Committee / Board of Directors in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

ITEM NO. 4: Appointment of Mr. Anilkumar Motilal Patel as an Independent Director.

To Consider and thought fit, to pass with or without Modification(s), the following Resolutions as a **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 149,150,152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Anilkumar Motilal Patel (Din No. 02476222), Director of the company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from 1st April, 2016 to 31st March, 2021, not liable to retire by rotation.

ITEM NO. 5: Appointment of Mr. Ramji Khimabhai Rajput as an Independent Director.

To Consider and thought fit, to pass with or without Modification(s), the following Resolutions as a **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the provisions of Sections 149,150,152 and other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ramji Khimabhai Rajput (Din No.02416943), Director of the company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director the of Company to hold office for a term of 5 years commencing from 1st April, 2016 to 31st March, 2021, not liable to retire by rotation.

ITEM NO. 6: Appointment of Mr. Sandip Kusumchand Shah as an Independent Director.

To Consider and thought fit, to pass with or without Modification(s), the following Resolutions as a **Ordinary Resolution**:

“ RESOLVED THAT, pursuant to the provisions of Sections 149,150,152 and other applicable provisions of the Companies Act,2013, and the Rules made there under read with Schedule IV to the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sandip Kusumchand Shah (Din No. 06637028), Director of the company who retires by rotation at the AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 years commencing from 1st April, 2016 to 31st March, 2021, not liable to retire by rotation.

Item No. 7 – To Keep Statutory Registers, Copies of Returns, Financial Accounts etc. at Corporate office of the Company at Mumbai (i.e. at a place other than registered office).

To Consider and thought fit, to pass with or without Modification(s), the following Resolutions as a **Special Resolution**:

“RESOLVED THAT, pursuant to provisions of Section 94(1) of the Companies Act, 2013 read with rule 5 (2) of the Companies (Management and Administration) Rules, 2014, consent of the members of the Company be and is hereby accorded to maintain and keep the Company's registers required to be maintained under Section 88 of the Companies Act, 2013 and copies of annual returns filed under Section 92 of the Companies Act, 2013 at the Corporate Office of the Company situated at 232, Panchratna, Opera House, Mumbai 400004 (Maharashtra) or at the office of the Registrar and Share Transfer Agent at Mumbai or at such other place as the Board may from time to time decide instead of and/or in addition to the said registers or copy of returns being kept and maintained at the Registered Office of the Company.

RESOLVED FURTHER THAT Mr. Chandrakant H Shah, Director be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

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

By order of the Board of Directors
For Shukra Jewellery Limited
Sd/-
(Chandrakant H. Shah)
(DIN NO. 01188001)
Chairmen

Date: 12.08.2016
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/HERSELF 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.

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and the Rules framed thereunder, 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 member.

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. 18. 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 / reappointment, 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 Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement), 2015, are provided in the Annexure.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 26/09/2016 to 30/09/2016 (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
Telephone No.-022-40430265, 40430200
Email : info@bigshareonline.com

13. Relevant documents referred to in the Notice and in the Explanatory Statements are open for inspection at the administrative office of the Company during office hours on all working days except public holidays between 11.00 a.m. and 1.00 p.m. up to date of Annual General Meeting.
14. Member/Proxies holding their Share in Physical Mode are requested to fill the enclosed attendance slip and handover the same at the entrance with signature. In the absence thereof, they may not be admitted to the meeting venue.
15. Members who are holding share in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification at the meeting.
16. In all correspondence with the Company, members are requested to quote their Folio Number and in case their shares are held in Demat form, they must quote their DP ID and Client Id Number
17. Members, who have not registered their e-mail addresses so far, are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

18. VOTING THROUGH ELECTRONIC MEANS:

- (i) Pursuant Section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Rule, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited (NSDL). The detailed procedure to be

followed in this regard has been given below. The Members are requested to go through them carefully.

- (ii) The Board of Directors of the Company has appointed Mr. Virendra G. Bhatt, Practicing Company Secretaries, Mumbai as Scrutinizer to scrutinize the e-voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not entitled to cast their vote again.
- (iv) The Company has engaged the services of National Securities Depository Limited (NSDL) as the agency to provide e-voting facility.
- (v) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 23rd September, 2016.
- (vi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 23rd September, 2016 only shall be entitled to avail the facility of e-voting/remote e-voting.
- (vii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 23rd September, 2016 may obtain the User ID and Password from Big Share Services Private Limited (Registrar & Transfer Agent of the Company.)
- (viii) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with consolidated scrutinizer's report shall be placed on the website of the Company (www.shukrajewellery.in) and on the website of NSDL (<http://www.evotingindia.com>). The result shall simultaneously be communicated to the Stock Exchange.
- (ix) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Meeting, i.e. 30th September, 2016.

(x) The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9.00 a.m. (IST) on 27th September, 2016 and ends at 5.00 p.m. (IST) on 29th September, 2016. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of September 23, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,

- c. Members holding shares in Physical Form should enter Folio Numbers registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If your holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below.

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric * PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digit s of the sequence number in the Pan field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPTIAL letters. E.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
DOB	<p>Enter the Date of Birth as record in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format.</p>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Member holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in Demat from will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant SHUKRA JEWELLERY LIMITED on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or No as desired. The option "YES/NO" for voting. Select the option YES or NO implies that your dissent to the Resolutions.

- (xiv) Click on the "RESOLUTIONS FILE LINK" If you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you 'CONFIRM" your vote on resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then enter the User-ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using NSDL's mobile app m-voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholder (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates .
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to evoting@nsdl.co.in
 - After receiving login details they have to create a corporate user who would be able to link the accounts they would be able to caste their vote.
 - The list of account should be mailed to evoting@nsdl.co.in and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer The Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to evoting@nsdl.co.in.

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

Date: 12.08.2016
Place: Mumbai

By order of the Board of Directors
For Shukra Jewellery Limited
Sd/-
(Chandrakant H. Shah),
(DIN 01188001)
Chairman