

14th
Annual
Report
2012-2013

**UDAY JEWELLERY
INDUSTRIES LIMITED**
{Formerly Hifunda Limited}

GREEN INITIATIVE IN CORPORATE GOVERNANCE

Dear shareholders,

The Ministry of Corporate Affairs (“MCA”) vide its circulars dated 21.04.2011 and 29.04.2011 has taken a “Green Initiative in Corporate Governance” thereby allowing companies to serve electronic documents to its shareholders.

Environment conservation and sustainable development are continuously on your Company’s radar and therefore your Company supports MCS in this initiative. Accordingly, henceforth, we propose to send documents such as notices of general meeting(s), annual reports and other communications to the shareholders through e-mail. Please note that all such documents shall be kept open for inspection at the registered office of the Company during the office hours.

We solicit your valuable cooperation and support in our endeavor to contribute our bit to the environment. You are requested to please fill the details in the format provided below. Please note that the fields marked “*” are mandatory to fill.

Registered Folio or DP Id – Client ID *

Full Name *

Email ID *

Contact no. :

Declaration: (Select whichever is applicable) *

I agree to receive the communication through e-mail

I agree to receive the communication through physical mode

In case there is any change in your e-mail ID or any other details, please e-mail us the details at info@udayjewellery.com or contact us. In case of shares held in electronic form, you are requested to inform your DP as well.

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BOARD OF DIRECTORS

Mr. Ritesh Kumar Sanghi	Managing Director
Mr. Sanjay Kumar Sanghi	Director
Mr. Siddharth Goel	Director
Mr. Ram Prasad Vempati	Director
Mr. Vikram Goel	Additional Director

AUDITORS

M/s Venugopal & Chenoy
Chartered Accountants, Tilak Road,
Hyderabad – 500001
Andhra Pradesh, India

BANKERS

State Bank of India
Commercial Branch
Kothi, Hyderabad

REGISTERED OFFICE

Plot No. 5-9-60, Flat No. 301, Moghuls Court Building,
Deccan Tower Complex, Basheerbagh
Hyderabad – 500029
Andhra Pradesh, India

REGISTRAR & SHARE TRANSFER AGENTS

Niche Technologies Private Limited
D-511, Bagree Market
71, B. R. B. Basu Road
Kolkata – 700 001
West Bengal, India

NOTICE

NOTICE is hereby given that the **Fourteenth Annual General Meeting** of the Members of the Company will be held at the Registered Office of the Company situated at Plot No. 5-9-60, Flat No. 301, Moghuls Court Building, Deccan Tower Complex, Basheerbagh, Hyderabad – 500 001 on Friday, **the 27th day of September, 2013 at 04.30 P.M.** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at **31st March, 2013** and Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors thereon.
2. To appoint director in place of **Mr. Siddharth Goel**, Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint director in place of **Mr. Ram Prasad Vempati**, Director, who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint auditors and to authorise the Board to fix their remuneration in consultation with them.

SPECIAL BUSINESS

5. To consider and if thought fit to adopt the following resolution as an Ordinary resolution :

“RESOLVED THAT Mr. Vikram Goel, who was appointed as an Additional Director by the board of Directors of the Company and who holds the office as per Section 260 of the Companies Act, 1956 upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to the provisions of Section 257 of the Companies Act, 1956, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and to do all such things and deeds incidental thereto, as may be considered necessary, proper and expedient to give effect to this resolution.”

Date: 02.09.2013

Place: Plot No 5-9-60, Flat No 301, Moghuls Court, Basheerbagh, Hyderabad – 29

For and on behalf of the Board

Sd/-

Ritesh Kumar Sanghi
Managing Director

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Proxies, in order to be effective must be delivered at the Company's Registered Office not less than 48 hours before the commencement of the Annual General Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from **21.09.2013 to 27.09.2013 (both days inclusive)** for the purpose of Annual General Meeting.
3. The Explanatory statement as per Section 173(2) in respect of Item No 5 is annexed hereto.
4. Members are requested to notify change of address, if any, to the Company's Share Transfer Agents immediately.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
6. Members / Proxies are requested to bring their attendance slips along with their copies of Annual Report to the Meeting.
7. Shareholders are requested to bring their copy of Annual Report to the Meeting. Members who hold

shares in dematerialized form are requested to bring their clients Id and DPID number for easy identification of their attendance at the meeting.

8. The Equity Shares of the Company are in Compulsory Trading in dematerialized form (Scripless trading in electronic form) through Depository Participants. The ISIN Code is **INE551B01012**.

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

The Board of Directors of the Company appointed Mr. Vikram Goel as an Additional Director of the Company during the period and his term of office expires on the date of ensuing Annual General Meeting and a notice from a member was received proposing his appointment as a Director of the Company under Section 257 of the Companies Act, 1956. Hence the resolution in Item no. 5 is placed before the members for approval.

The Board recommends for approval of the resolution in Item no. 5.

None of the Directors of the Company is in any way concerned or interested in the proposed resolution

The details pertaining to Directors liable to retire by rotation and directors proposed to be appointed / reappointed as required to be provided pursuant to the Listing Agreement with the Stock Exchange are as follows:

S No	Particulars	Mr. Ram Prasad Vempati	Mr. Siddharth Goel	Mr. Vikram Goel
1.	Designation	Director	Director	Additional Director
2.	Date of Birth	06.11.1956	01.03.1985	01.02.1989
3.	Date of Appointment	18.08.2011	12.05.2012	28.03.2013
4.	Qualifications	Bachelor of Commerce	Bachelor of Commerce	Bachelor of Commerce
5.	Expertise in specific functional area	Associated with CA firm for last 25 years holding senior position and involved in advising the cliental on suitable finance controls in accordance with the requirements of clients.	Fairly good experience in strategy and management.	Fairly good experience in Business Administration and management.
6.	Directorships held in other public companies as on 31.03.2013	1. Narbada Gems and Jewellery Limited 2. Vempati Enterprises Private Limited	1. Narbada Gems and Jewellery Limited	1. The Hyderabad Construction Company limited 2. Hitech Iron Foundry
		3. RVK Enterprises and Exports limited		Private Limited 3. HPG Electro and Infra Private Limited
7.	Number of shares held in the Company	Nil	Nil	Nil

DIRECTORS' REPORT**To The Members,**

Your Directors have pleasure in presenting the **Fourteenth Annual Report** together with the audited accounts of the Company for the year ended **31st March, 2013**

FINANCIAL RESULTS:

Particulars	31.03.2013 (Rs. in '000s)	31.03.2012 (Rs. in '000s)
Revenue from operations	185847.65	114281.75
Other Income	69.97	2.09
Profit/(Loss) before tax	15661.70	28798.68
Provision for Taxation	3108.34	NIL
Profit / (Loss) after Tax	12553.37	28798.68
Losses Brought Forward	(98035.46)	(126834.14)
Balance carried to Balance Sheet	(85482.09)	(98035.46)

BUSINESS REVIEW AND FUTURE OUTLOOK:

Members are aware that the Company is performing well after the change in the Company's line of business to Manufacturing and Trading in Gems, Jewellery, bullion and other related activities pursuant to its Takeover by the current Management. Since then the Company has achieved a stable increase in growth and profitability which is reflected by the performance of the company in the financial years 2011-2012 and 2012-2013. In light of this, the Management continues to place its best efforts to generate more revenues in the near future. During the year ended 31st March, 2013, revenue generated from the operations is Rs. 1858.47 Lakhs as against revenue of Rs. 1142.81 Lakhs in the previous year. The Net profit of the Company before taxation in the current year is Rs. 156.61 Lakhs as against a net Profit before taxation of Rs. 287.98 Lakhs in the previous year. This difference in profit is due to the increase in purchases and business expenditure which gives a lucid picture of the Company's business expansion activities and dynamic nature of its business transactions. The above mentioned figures pertaining to operational revenue clearly indicate that the current line of activity continues to be a prospector to the Company as well as beneficial to its members.

DIVIDEND:

In order to conserve resources for further expanding the Company's business, your Directors have opined to not recommend any dividend for the year 2012 - 13

OPERATIONS:

Members are aware from the Audited Financials of previous year that the Company's business has entered in to a healthy growth line post takeover by the current Management and the incidental change of name and Main objects. For streamlining and sustaining the new line of business, the Company has entered into various contracts with its associate concerns for purchase and sale of products and rendering job work services by obtaining requisite approvals from Central Government. This has enabled the company to penetrate the market

effectively and avoid the potential competition faced by new comers, which is smooth and effective move by the current Management.

DIRECTORS

Mr. Vikram Goel joined the Board as additional director of the Company on 28.03.2013. Mr. Rakesh Agarwal Tendered his resignation from Directorship of the Company. Mr. Siddharth Goel and Mr. Ram Prasad Vempati retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. Mr. Vikram Goel, who was appointed as an Additional Director, his term expires at the ensuing Annual general Meeting. The Board recommends his appointment as Director and also the re-appointment of the Directors liable to retire by rotation and who have offered themselves for re-appointment. Their respective profiles are given elsewhere in the report. Your Directors recommend their re-appointment.

FIXED DEPOSIT

Your Company has not accepted any fixed deposits from public during the year.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors would like to inform the members that the audited accounts for the year ended 31st March, 2013 are in full conformity with the requirement of the Act and they believe that the financial statements reflect fairly the form and substance of transactions carried out during the year and reasonably present the Company's financial condition and results of operations. These financial statements are audited by the Statutory Auditors **M/s Venugopal & Chenoy**

Your Directors further confirm:

- (a) that in the preparation of the annual accounts for the year ended on 31st March, 2013, the applicable accounting standards have been followed and that no material departures have been made from the same;
- (b) that 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 at the end of the financial year and of the Profit and Loss of the Company;
- (c) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) that the directors have prepared the annual accounts for the year ended on 31st March, 2013 on a going concern basis.

AUDITORS:

M/s. Venugopal & Chenoy, Chartered Accountants, the present statutory auditors of the Company hold office until the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. The Company has received confirmation from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224 (1B) of the Companies Act, 1956. The comments made by the Auditors in their report, if any, have been dealt with in the Notes on Accounts and do not require further comments from Board of Directors

INDUSTRIAL AND PERSONNEL RELATIONS:

The relationship between the management and the staff continued to be cordial.

PARTICULARS OF EMPLOYEES:

In pursuance of the provisions of Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, as amended, the Directors are to report that no employee was in receipt of emoluments as provided in the said Section.

ADDITIONAL INFORMATION AS REQUIRED U/S 217 (1) (e) OF THE COMPANIES ACT, 1956:

The statement giving particulars with respect to conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is attached to the report.

LISTING:

The shares of your company are listed on Calcutta Stock Exchange Limited. The Company has duly complied with all the applicable provisions of the Listing Agreement.

SUBSIDIARIES:

There are no subsidiaries to the Company as on date of the report

CODE OF CONDUCT

The Company has adopted a uniform Code of Conduct for Directors and Senior Management Personnel to ensure ethical standards and further compliance to such standards. The object of the code is to conduct the Company's business ethically with responsibility, integrity, fairness, transparency and honesty.

INSURANCE

The properties and assets of your Company are adequately insured.

CORPORATE GOVERNANCE CODE:

The Code of Corporate Governance promulgated by Securities & Exchange Board of India is being implemented by your Company on a continuous basis. The Code of Corporate Governance as per Clause 49 of the Listing Agreement is attached herewith. The Compliance Certificate on Corporate Governance received from the Statutory Auditors is also given as an Annexure to this report.

ACKNOWLEDGMENT

Your Directors wish to place on record its appreciation of Banks, Stock Exchange & Other authorities for their able guidance and support.

Date: 02.09.2013

**Place: Plot No 5-9-60, Flat No 301, Moghuls
Court, Basheerbagh, Hyderabad – 29**

For and on behalf of Board of Directors
UDAY JEWELLERY INDUSTRIES LIMITED

(Ritesh Kumar Sanghi)
Managing Director

(Sanjay Kumar Sanghi)
Director