



UNAY Jewellery Industries Limited
Manufacturers • Exporters • Distributors

15th
ANNUAL REPORT
2013-14

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

Shri Ritesh Kumar Sanghi	- Managing Director
Shri Sanjay Kumar Sanghi	- Director
Shri Siddharth Goel	- Director
Shri Ram Prasad Vempati	- Director
Shri Vikram Goel	- Director
Smt. Pritha Sanghi	- Additional Director

AUDITORS

M/s Venugopal & Chenoy
Chartered Accountants, Tilak Road,
Hyderabad - 500001

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 - 500001

Shri Ritesh Kumar Sanghi	- Compliance Officer
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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 **Fifteenth Annual General Meeting** of the Members of the Company will be held at the Registered Office of the Company at Plot No. 5-9-60, Flat No. 301, Moghuls Court Building, Deccan Tower Complex, Basheerbagh, Hyderabad – 500001 on **Monday, the 29th day of September, 2014 at 03.30 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, 2014** 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 Shri Sanjay Kumar Sanghi, (DIN: 00629693) Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint director in place of Shri Vikram Goel, (DIN: 0510475) 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 and pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there-under, as amended from time to time, M/s Venugopal & Chenoy, Chartered Accountants (Firm Reg. No. 004671S; M. No. 21961), Hyderabad be and is hereby re appointed as the Statutory Auditors of the Company to hold office until the conclusion of sixth Annual General Meeting of the Company after this meeting, subject to ratification at every Annual general meeting, at such Remuneration as may mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:
"RESOLVED THAT Smt. Pritha Sanghi, who has been appointed as Additional Director on the Board of the Company and who holds office upto the date of this Annual General Meeting pursuant to Section 161(1) and proviso under Section 149(1) of the Companies Act, 2013 and in respect of whom Company has, under Section 160, received notice in writing proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT The Board of Director of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed expedient to give effect to the above resolution."

6. To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time and Articles of Association of the Company, Shri Ram Prasad Vempati (DIN: 01903161), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 29.09.2014."

7. To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any,

of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time and Articles of Association of the Company, Shri Vikram Goel (DIN: 05104754), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 29.09.2014."

8. To consider and if thought fit to pass with or without modification(s), the following resolution as ordinary resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time and Articles of Association of the Company, Shri Siddharth Goel (DIN: 03022978), Director of the Company, who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years commencing from 29.09.2014."

Date: 21.08.2014

Place: Plot No 5-9-60, Flat No 301, Moghuls Court, Basheerbagh, Hyderabad – 01

For and on behalf of the Board

Sd/-

Ritesh Kumar Sanghi

Managing Director

DIN: 00628033

Address: 8-2-686/DR/7, Road No. 12,
Banjara Hills, Hyderabad, 500034,

NOTES

- Any Member entitled to attend and vote is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing the proxy, to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the Meeting.
- The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2014 to 29th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
- All correspondence and share transfer documents must be addressed to the Share Transfer Agents.
- Member 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.
- Members holding the shares in physical and electronic form are required to inform immediately the changes, if any, in their address of Share Transfer Agents.
- 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.
- Instructions for e-voting facility being provided through CDSL are given elsewhere in the Notice.
- Members are requested to notify change of address, if any, to the Company's Share Transfer Agents immediately.
- Members / Proxies are requested to bring their attendance slips along with their copies of Annual Report to the Meeting.

10. 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.
11. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
12. The relevant documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the declaration of result.
13. A Member can opt only one mode for voting i.e. either Physical or e-voting. In case a member opts e-voting, he cannot exercise his vote through postal ballot form and vice-versa. However, in case member(s) cast their vote both by Physical Ballot and e-voting, then the voting done through physical Ballot shall prevail and voting done by e-voting will be treated as invalid. Instructions for e-voting facility being provided through CDSL are given elsewhere in the Notice.

14. Voting through electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM), and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid.

15. Shri Ajay S. Shrivastava, Practicing Company Secretary has been appointed as "Scrutinizer" for the Special business mentioned to be conducted by e-voting/Postal ballot.
16. The Results of the e-voting will be declared by the Directors on Monday the 29th September, 2014 at 3.30 PM. at the Registered Office of the Company at Hyderabad.
17. The Explanatory Statement under Section 102(1) of the Companies Act, 2013 in respect of Item No. 5, 6, 7, and 8 is annexed herewith.
18. 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 Exchanges are as follows:

Shri Sanjay Kumar Sanghi, aged about 46 years, has a Certified Gemologist and a visionary. He has an experience of more than 25 years in the field of Jewellery Industry. He has an experience of more than 25 years in the field of jewellery industry.

His directorships held in other public companies as on 31.03.2014 are:

1. Narbada Gems and Jewellery Limited

Smt. Pritha Sanghi, aged about 44 years has a varied experience in the field of jewellery designing and expert knowledge in gemology.

Her directorships held in other public companies as on 31.03.2014 are:

1. Trisa Retail Limited

Shri Ram Prasad Vempati, aged about 57 years has rich and diverse experience in the field of Accountancy, Finance and Business Administration. He has an experience of more than 20 years in the field of Finance and Accounting.

His directorships held in other public companies as on 31.03.2014 are:

1. Uday Jewellery Industries Limited
2. R.V.K. Enterprises and Exports Limited
3. Vempati Enterprises Private Limited

Shri Siddharth Goel, aged about 29 years has a rich and varied experience in Business Administration and Strategic Management.

His directorships held in other public companies as on 31.03.2014 are:

1. Uday Jewellery Industries Limited

Shri Vikram Goel, aged about 25 years has fairly good experience in Business Administration and management.

His directorships held in other public companies as on 31.03.2014 are:

1. The Hyderabad Construction Company limited
2. Hitech Iron Foundry Private Limited
3. HPG Electro and Infra Private Limited

19. VOTING THROUGH ELECTRONIC MEANS

- I.) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
- II.) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:
- III.) **The instructions for shareholders voting electronically are as under:**
 - (i) **The voting period begins on September 23, 2014 at 10.00 A.M. and ends on September 25, 2014 at 6.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **August 22, 2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) 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 Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are 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.
- (vii) 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). Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</p> <p>Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> * Please Enter the DOB or Bank Account Number in order to Login. * If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut Off date (record date) of August 22, 2014

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "**Uday Jewellery Industries Limited**" on which you choose to vote.
- (xii) 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 implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) Note for Institutional Shareholders

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 helpdesk.evoting@cdslindia.com.

After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) 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 helpdesk.evoting@cdslindia.com

18. Institutional Members / Bodies Corporate (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 through e-mail at info@udayjewellery.com with a copy marked to helpdesk.evoting@cdslindia.com on or before September 25, 2014, upto 6 pm. without which the vote shall not be treated as valid.

20. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22-August-2014.